

F53289

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

AXXIS Corporation

400002661164--6

-10/12/98--01005--015
*****35.00 *****35.00

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

☒ Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

☒ Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED

98 OCT 12 AM 10:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

98 OCT 12 AM 9:46

DIVISION OF CORPORATION

Dissolution Dec 10/12/98

Signature

Requested by:

AS

Name

10/12/98 8:41

Date

Time

Walk-In

Will Pick Up

**ARTICLES OF DISSOLUTION
PURSUANT TO §607.1403 OF THE FLORIDA STATUTES**

Pursuant to §607.1403 of the Florida Statutes, all of the shareholders of AXXIS Corporation have approved the following Articles of Dissolution for the purposes of dissolving the Corporation and filing the Articles of Dissolution with the Department of State of the State of Florida.

1. The name of the Corporation is AXXIS Corporation.
2. Dissolution of the Corporation was authorized by all of the shareholders, effective September 30, 1998.
3. The number of shares cast by the shareholders in favor of dissolution was sufficient for approval.
4. The effective date of dissolution of the Corporation is September 30, 1998.

AXXIS CORPORATION

By: 

Henry Caplan, President

By: 

Jay Alpert, Vice President and Secretary

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98 OCT 12 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

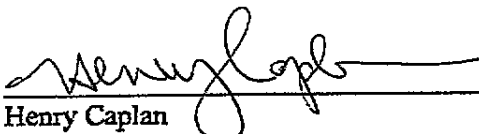
**SHAREHOLDERS WRITTEN ACTION
TO DISSOLVE
AXXIS CORPORATION**

Pursuant to Florida Statutes §607.0704 and §607.1402, the undersigned shareholders of AXXIS Corporation, who collectively have all of the stock ownership of the Corporation, hereby consent and agree in writing to the following written actions effective September 30, 1998:

1. The undersigned shareholders of the Corporation hereby consent to and agree to the dissolution of the Corporation in accordance with the provisions of §607.1402(6) of the Florida Statutes.
2. The officers of the Corporation are hereby authorized and directed to dissolve the Corporation by filing Articles of Dissolution pursuant to §607.1403 of the Florida Statutes with the Secretary of State of the State of Florida.
3. Jay Alpert, Henry Caplan, and Edward Zeidweg are hereby appointed to act as liquidation agents to engage in any act permitted under §607.1405(1) of the Florida Statutes for purposes of winding up the affairs of the Corporation and liquidating its business. Neither the liquidating agent nor any of the officers or directors of the Corporation shall incur any personal liability by reason of their status as directors, officers and/or liquidating agents of the Corporation.

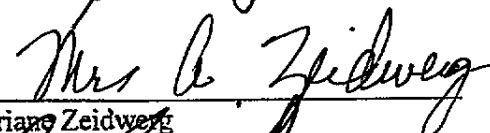
This Written Action is effective as of September 30, 1998.

Shareholders of
AXXIS CORPORATION


Henry Caplan

Southeast Development and Construction Co.

By: 
Jay Alpert, Vice President


Ariane Zeidweg


Edward Zeidweg