

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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FILED
2002 AUG 23 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cinderella Homes Inc

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- 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

C. Coulllette AUG 23 2002

Signature

Requested by: AW 8/23
Name Date Time

Walk-In Will Pick Up

ARTICLES OF DISSOLUTION OF
CINDERELLA HOMES, INC.

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TALLAHASSEE, FLORIDA

I. The name of this Corporation is CINDERELLA HOMES, INC., which was duly incorporated on July 16, 1982, by the State of Florida.

II. A Resolution and Written Consent of the Shareholders and Directors of the Corporation authorized the dissolution of the Corporation on July 27, 2002.

III. In accordance with *The Florida Business Corporation Act*, the number of votes cast by the Shareholders of the Corporation was sufficient to approve all actions taken on behalf of the Corporation by the officers, Directors and Shareholders to dissolve the Corporation.

IV. The Corporation has elected to dissolve on the unanimous consent of its Shareholders and Directors, a true copy of the Resolution of CINDERELLA HOMES, INC., the Written Consent in Lieu of a Meeting of Directors and Shareholders being duly attached hereto and incorporated by reference herein as Composite Exhibit "A".

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Dissolution on the 27 day of July, 2002, in Conwy, United Kingdom

ATTEST:

CINDERELLA HOMES, INC.

Katharina L. Achkar
Katharina L. Achkar, Secretary (Seal)

By: Katharina L. Achkar
Katharina L. Achkar, President



WRITTEN CONSENT IN LIEU OF MEETING
OF THE BOARD OF DIRECTORS OF
AND SHAREHOLDERS OF
CINDERELLA HOMES, INC.

Pursuant to Florida Statutes Sections 607.0821 and 607.0704, the undersigned, being all of the members of the Board of Directors and a majority of the Shareholders of CINDERELLA HOMES, INC. (the "Corporation"), individually and collectively consent, in lieu of a meeting, by this writing effective as of the last date this document is signed by the signatory hereto, to take the following actions, adopt the following resolutions, and transact the following business of the Corporation:

- (1) Liquidate the Corporation in accordance with the applicable provisions of *The Internal Revenue Code of 1986*, as determined by the accountant for the Corporation;
- (2) File Form 966 within thirty (30) days after the date hereof with the District Director of the Internal Revenue Service at Chamblee, Georgia, together with a copy of this Consent;
- (3) Transfer all of the assets of the Corporation to the Shareholder of the Corporation;
- (4) Distribute all the assets subject to any unpaid liabilities and reduction and cancellation of all the outstanding stock of the Corporation;
- (5) File Articles of Dissolution with the Secretary of State of Florida;
- (6) File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns as soon as possible after the distribution of the Corporate assets; and
- (7) Provide for the payment of any indebtedness owed by the Corporation to any creditors or lienors; and

In furtherance of the foregoing, the following resolutions are hereby adopted and approved:

RESOLVED, that officers of the Corporation are authorized to execute, deliver and perform for and on behalf of the Corporation, all such agreements, documents and instruments and take all such action as may be necessary or appropriate to liquidate the Corporation; and further

RESOLVED, that the signing of this Consent shall constitute full ratification of all actions contemplated herein; and further

RESOLVED, that the officers of the Corporation are hereby authorized and directed to do all things, take all actions, and execute, deliver and file all documents and instruments, in the name and on behalf of the Corporation, as may be determined by any such officer to be necessary or convenient in effecting the foregoing resolutions and the transactions contemplated thereby (such determination to be conclusively evidenced by the taking or execution thereof by such officer); and further

RESOLVED, that this action by consent shall be effective as of the date of execution hereof and shall be delivered to the Secretary of the Corporation for inclusion in the Corporation's minutes or filing with the Corporation's records.

Execution of this certificate by the undersigned, being all of the members of the Board of Directors and a majority of the Shareholders of the Corporation, pursuant to Sections 607.0704 and 607.0821, respectively of the *Florida Business Corporation Act*, and the subsequent insertion of this certificate in the minute book of the Corporation, waive any requirement of a formal meeting of the Shareholders and the Board of Directors to conduct the business referred to herein.

27 July 2002
Date

Katharina L. Achkar
Katharina L. Achkar
Director

27 July 2002
Date

Katharina L. Achkar
Katharina L. Achkar, as Personal
Representative of the Estate of
Michel Achkar, majority shareholder

PLAN OF LIQUIDATION AND DISTRIBUTION