

G 31565



ACCOUNT NO. : 072100000032

REFERENCE : 652712 4337904

AUTHORIZATION :

*Patricia Kizub*

COST LIMIT : \$ 87.50

ORDER DATE : December 30, 1997

ORDER TIME : 11:23 AM

ORDER NO. : 652712-005

800002386078--8

CUSTOMER NO: 4337904

CUSTOMER: Nicholas M. Daniels, Esq  
Therrel Baisden & Meyer Weiss  
Suite 2400  
One Se 3rd Avenue  
Miami, FL 33131

DOMESTIC FILINGS

NAME: ROYAL TERRA, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

*DISS.*

*12-31-97*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 30 PM 2:27

FILED  
97 DEC 30 PM 12:20  
DIVISION OF CORPORATIONS

ARTICLES OF DISSOLUTION  
OF  
ROYAL TERRA, INC.,  
a Florida corporation

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 30 PM 2:27

1. The name of the Corporation is ROYAL TERRA, INC.

2. The name and respective addresse of its Officers are:

JAY RUBIN - President, Secretary, and Treasurer  
6690 S.W. 18 Terrace Rd.  
Ocala, FL 34476

3. The name and address of the Director of the Corporation is:

JAY RUBIN  
6690 S.W. 18 Terrace Rd.  
Ocala, FL 34476

4. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.

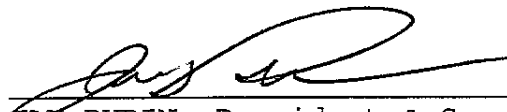
5. All the remaining property and assets of the Corporation have been distributed to the Shareholders as set forth on the Written Consent attached hereto as Exhibit "A" and made a part hereof.

6. There are no actions pending against the Corporation in any court. Further, the Corporation has no intention of revoking this voluntary dissolution, and the Corporation's name is immediately available for use by any other corporation.

7. Dissolution of the Corporation was approved by the Shareholders on this 12<sup>th</sup> day of December, 1997.

8. The dissolution was approved by the Shareholders and such vote was sufficient for dissolution. The Written Consent to Dissolve signed by the Shareholders is attached hereto as Exhibit "A".

DATED this 29<sup>th</sup> day of December, 1997.

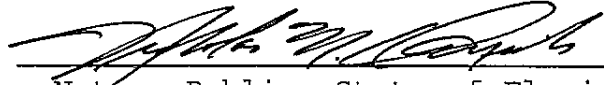
  
JAY RUBIN, President & Secretary

STATE OF FLORIDA:

SS:

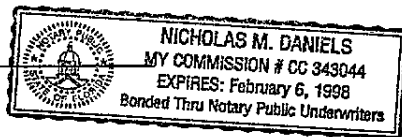
COUNTY OF DADE:

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of DECEMBER, 1997 by JAY RUBIN, President and Secretary of ROYAL TERRA, INC., a Florida corporation, who is personally known to me or ~~who~~ has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public, State of Florida  
at Large

NICHOLAS M. DANIELS  
Type/Print/or Stamp Name of Notary

My Commission Expires:



W:\PROBATE\BERNSTEIN\DISSOLUTION\ART-DISS.

CONSENT OF THE SHAREHOLDERS  
TO THE DISSOLUTION OF  
ROYAL TERRA, INC.,  
a Florida corporation


The undersigned, being the Shareholders of ROYAL TERRA, INC.,  
a Florida corporation, do hereby consent to the liquidation and  
dissolution of the Corporation in accordance with a Joint Written  
Action of the Shareholders and Director dated 12<sup>th</sup> day of  
December, 1997, authorizing the Plan of Liquidation and  
Dissolution.

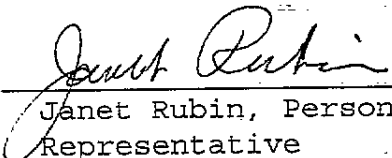
This document may be executed by the parties hereto in  
separate counterparts, each of which when so executed and delivered  
shall be an original, but all such counterparts shall together  
constitute but one and the same instrument

DATED: December 12<sup>th</sup>, 1997.

SHAREHOLDERS:

ESTATE OF MILTON D. BERNSTEIN 90% Stock  
Ownership

By:   
Jay Rubin, Personal  
Representative

By:   
Janet Rubin, Personal  
Representative

Rebecca Bernstein 10% Stock  
Ownership

CONSENT OF THE SHAREHOLDERS  
TO THE DISSOLUTION OF  
ROYAL TERRA, INC.,  
a Florida corporation

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DATED: December 12, 1997.

SHAREHOLDERS:

ESTATE OF MILTON D. BERNSTEIN 90% Stock  
Ownership

By: \_\_\_\_\_  
Jay Rubin, Personal  
Representative

By: \_\_\_\_\_  
Janet Rubin, Personal  
Representative

Rebecca Bernstein 10% Stock  
Rebecca Bernstein Ownership