

G 55946

STEVEN L. CANTOR, P.A.

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REPLY TO MIAMI OFFICE

FILED  
MAR 11 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 4, 1997

VIA RRR# P867-401-094

Florida Department of State  
Division of Corporations  
Amendments Section  
409 East Gaines Street  
Tallahassee, FL 32399

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-03/12/97--01001--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: **XANTEN OF FLORIDA, INC.**  
**Document No. G55946**  
**Our File No. 200,000**

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Articles of Dissolution of the above-referenced corporation, together with a copy of the Plan of Liquidation and Joint Written Consent of the Directors and Shareholder.

Kindly certify the enclosed copy of the Articles of Dissolution and return it to our office in the self-addressed stamped envelope enclosed for your convenience.

We enclose a check in the amount of \$87.50 representing \$35.00 filing fees and \$52.50 for one certified copy of the Articles of Dissolution.

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,

  
Mory Amaro, Paralegal

Enclosures

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**ARTICLES OF DISSOLUTION**  
**OF**  
**XANTEN OF FLORIDA, INC.**

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the above-named Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

**ARTICLE ONE**  
**NAME**

The name of the Corporation is "XANTEN OF FLORIDA, INC."

**ARTICLE TWO**  
**OFFICERS**

The names and addresses of its officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
STEVEN L. CANTOR	President/Treasurer	777 Brickell Avenue Suite 500 Miami, FL 33131
STEVEN C. WITTMER	Vice President/Secretary	4627 Ponce de Leon Blvd. Coral Gables, FL 33146

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE THREE  
DIRECTORS**

The names and addresses of its directors are:

**Name**

**Address**

STEVEN L. CANTOR

777 Brickell Avenue, Suite 500  
Miami, FL 33131

STEVEN C. WITTMER

4627 Ponce de Leon Blvd.  
Coral Gables, FL 33146

**ARTICLE FOUR  
LIABILITIES**

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

**ARTICLE FIVE  
DISTRIBUTION OF ASSETS**

All remaining property and assets of the Corporation have been distributed among the shareholders in accordance with their respective rights and interests.

**ARTICLE SIX  
LEGAL ACTIONS**

There are no actions pending against the Corporation in any court.

**ARTICLE SEVEN  
ELECTION TO DISSOLVE**

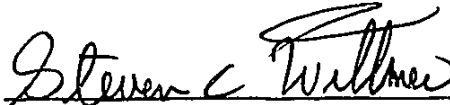
A copy of the Corporate Consent of Shareholders to Dissolve, having been signed by all of the shareholders of the Corporation on the 24th day of February, 1997 is attached hereto.

**DATED** this 24th day of February, 1997.



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**STEVEN L. CANTOR,**  
President, Treasurer and Director



---

**STEVEN C. WITTMER,**  
Vice President, Secretary and Director

COUNTY OF DADE       )  
STATE OF FLORIDA     )

The foregoing instrument was acknowledged before me, a Notary Public, this 24<sup>th</sup> day of February, 1997 by STEVEN L. CANTOR, as President, Treasurer, and Director of XANTEN OF FLORIDA, INC., who is personally known to me to be the person described in and who executed the foregoing instrument in my presence and acknowledged before me that he executed same as the act of said corporation.



Morayma Amaro, Notary Public

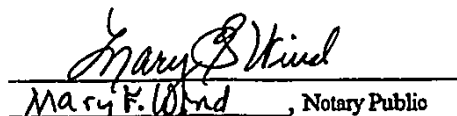
Commission expires:

Commission/Serial No.:



COUNTY OF DADE       )  
STATE OF FLORIDA     )

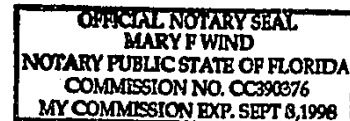
The foregoing instrument was acknowledged before me, a Notary Public, this 24<sup>th</sup> day of February, 1997 by STEVEN C. WITTMER, as Vice President, Secretary, and Director of XANTEN OF FLORIDA, INC., who is personally known to me to be the person described in and who executed the foregoing instrument in my presence and acknowledged before me that he executed same as the act of said corporation.



Mary F. Wind, Notary Public

Commission expires:

Commission/Serial No.:



M3826

**PLAN OF LIQUIDATION  
OF  
XANTEN OF FLORIDA, INC.**

This plan of Complete Liquidation ("Plan") is intended to accomplish the distribution of all the assets of XANTEN OF FLORIDA, INC., a Florida corporation (the "Corporation") in complete liquidation pursuant to Section 331 of the Internal Revenue Code, as amended (the "Code"), and the formal dissolution of the Corporation pursuant to the Florida General Corporation Act (the "Act").

**Effective Date.** The Plan shall become effective upon its approval and adoption by the Sole Shareholder of the Corporation (the "Shareholder") voting at a Shareholders' meeting called for such a purpose. The date upon which the Shareholder so approves of the Plan shall be the effective date of the Plan (the "Effective Date").

**Winding Up Affairs of the Corporation.** After the Effective Date, the Corporation shall proceed to take the following actions:

Sell or otherwise liquidate all of the Corporation's property and assets, upon such terms and conditions as the Board of Directors of the Corporation (the "Board") deem expedient.

Discharge or provide for the payment and discharge of all its obligations and liabilities, and take such other action as may be necessary to wind up and settle the affairs of the Corporation.

Upon or after the payment or discharge of all the obligations and liabilities of the Corporation or after provision for such payment and discharge shall have been made the Corporation shall distribute all remaining cash and other assets to the Shareholder in complete and final liquidation. Such distribution shall be made to the Shareholder upon the surrender by it of its shares on redemption and cancellation.

**Period for Distribution.** The distribution of all of the Corporation's cash and other assets to the Shareholder, and the discharge of, or provision for, all of its liabilities, shall be completed within twelve (12) months after the Effective Date (the "Liquidation Period").

If such payment and discharge of, or provision for, the payment and discharge of liabilities cannot be accomplished within the Liquidation Period because any such obligation or liability is unliquidated or contingent, the Board may set aside a reserve fund or reserve funds for the payment thereof and deliver such fund to Cantor & Morante, P.A. as trustee for the Shareholder, (the "Trustee"). Such setting aside and delivery of funds by the Corporation to the Trustee shall be deemed to be a distribution to Shareholder, and the Trustee shall distribute the balance of any reserve fund remaining after payment of the obligations and liabilities intended to be paid therefrom to the Shareholder.

If the Corporation shall have any claims (including, but not limited to the claims for the refund of Federal income taxes), actions, rights or other assets of any description which are unliquidated, contingent or which for any reason have not been liquidated, collected or sold within the Liquidation Period, the Corporation may assign, transfer and set over to the Trustee any or all of such claims, actions, rights or assets so that the Trustee may demand, collect and receipt therefor, compromise or settle or sell the same and distribute the proceeds thereof to the Shareholder. Such assignment, transfer and setting over by the Corporation to the Trustee shall be deemed to be a distribution to the Shareholder.

The purpose of any trust created hereunder shall be limited to receiving property, selling the property, maintaining and collecting the income from the property prior to sale, collecting the proceeds of sale, discharging any unliquidated or contingent obligations or liabilities of the Corporation for the payment of which reserve funds were transferred to the Trustee and distributing to the Shareholder the net income and proceeds of the property. Any such Trust shall terminate upon sale of the property and distribution of proceeds, subject to the provisions above dealing with the payment of unliquidated or contingent obligations or liabilities of the Corporation. The Trustee shall be authorized to do and perform such acts, to execute and deliver such deeds, bills of sale,

instruments of transfer and other documents, and to engage the services of such agents, attorneys, accountants, appraisers and other persons as he may deem necessary and advisable in order to carry out the purposes of the trust.

**Dissolution.** At such time as the Board shall determine and, in any event, within a reasonable period of time after the distribution to the Shareholder of all the assets of the Corporation, any and all necessary action shall be taken so that the Corporation may be formally dissolved with the provision of the Act.

**Amendments to and Abandonment of Plan.** Notwithstanding the fact that the Plan shall have become effective, the Board may, in its discretion and without further action by the Shareholder, amend, modify and supplement the Plan in such manner or in such particulars as may be required or as may be deemed desirable in order to qualify the Plan as a complete liquidation of the Corporation under Section 331 of the Code, provided however, that no such amendment, modification or supplement shall materially and adversely affect the rights of Shareholders hereunder. The Plan may be abandoned by the affirmative written consent of the Shareholder, in which event, no further action shall be taken by the Board or Officers of the Corporation to consummate the Plan.

**Authority of President.** The President of the Corporation is authorized to do and perform such acts, to execute and deliver such deeds, bills of sale, instruments of transfer, applications, certificates and other documents and to engage the services of such agents, attorneys, accountants, appraisers, and other persons as he may deem necessary or advisable in order to further implement the Plan.

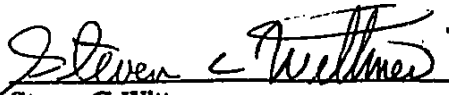
**Execution.** Upon the adoption of the Plan by the Shareholder, the President or Vice President and the Secretary of the Corporation shall execute the same for and on behalf of the Corporation for the purpose of identifying the Plan as the Plan to which the Shareholder has adopted.

**Binding Plan.** Except as otherwise provided herein, this Plan shall be binding upon the successors and assigns of the Corporation and the Trustee and shall be binding upon and inure to the benefit of the Shareholder and its heirs, successors and assigns.




IN WITNESS WHEREOF, the undersigned set their hands and affix the corporate seal of the Corporation this 24<sup>th</sup> day of February, 1997.

**XANTEN OF FLORIDA, INC.,**  
a Florida corporation

  
\_\_\_\_\_  
Steven L. Cantor,  
President, Treasurer, and Director  
\_\_\_\_\_  
Steven C. Wittmer,  
Vice President, Secretary, and Director

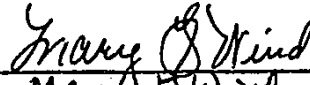
**CERTIFICATION**

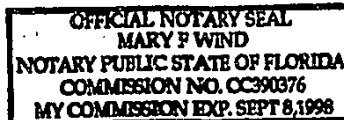
I, Steven L. Cantor, the president, treasurer and director of XANTEN OF FLORIDA, INC., do hereby certify that the foregoing is a true and correct copy of the Plan of Liquidation of XANTEN OF FLORIDA, INC.

  
\_\_\_\_\_  
Steven L. Cantor,  
President, Treasurer and Director

STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me, a Notary Public, this 24th day of February, 1997 by Steven L. Cantor, Sole Officer and Director of XANTEN OF FLORIDA, INC., who is personally known to me to be the person described in and who executed the foregoing instrument in my presence and acknowledged before me that he executed same as the act of said corporation.

  
\_\_\_\_\_  
Mary F. Wind, NOTARY PUBLIC  
Commission expires:  
Commission/Serial No.:



**JOINT WRITTEN CONSENT  
OF BOARD OF DIRECTORS AND SOLE SHAREHOLDER OF  
XANTEN OF FLORIDA, INC.**

The undersigned, constituting the Board of Directors and the Sole Shareholder of **XANTEN OF FLORIDA, INC.**, a Florida corporation, (the "Corporation") do hereby consent, pursuant to the Florida General Corporation Act, to the adoption of the following preambles and resolutions in lieu of a special joint meeting of the Board of Directors and Shareholder of the Corporation:

**WHEREAS, XANTEN LIMITED**, a Bahamas corporation, is the owner of 7,500 shares of the common stock of the Corporation, which constitute all of the issued and outstanding shares of the Corporation.

**WHEREAS**, the Corporation desires to adopt a Plan of Liquidation.

**NOW, THEREFORE, BE IT RESOLVED**, that the Plan of Liquidation of the Corporation in the form attached hereto, is hereby approved, ratified and adopted, thereby permitting the liquidation of the Corporation in accordance with §331 of the Internal Revenue Code, as amended (the "Code"), and the dissolution of the Corporation pursuant to Florida Statutes §607.1402; and

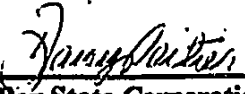
**RESOLVED**, that the officers of the Corporation be, and they are hereby authorized, empowered and directed in the name and on behalf of the Corporation, to take such additional action and to execute and deliver such additional agreements, documents and instruments as any of them may deem necessary or appropriate to implement the provisions of the foregoing resolutions, the authority for the taking of such action and the execution and delivery of such agreements, documents and instruments to be conclusively evidenced thereby.

**IN WITNESS WHEREOF**, the undersigned have executed this Unanimous Joint Written  
Consent as of the 24<sup>th</sup> day of February, 1997.

  
\_\_\_\_\_  
**STEVEN L. CANTOR**  
President, Treasurer and Director

  
\_\_\_\_\_  
**STEVEN C. WITTMER**  
Vice President, Secretary and Director

**XANTEN LIMITED**, a Bahamas corporation,  
Sole Shareholder

By:   
\_\_\_\_\_  
**Bay State Corporation Limited,**  
President and Director

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