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(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

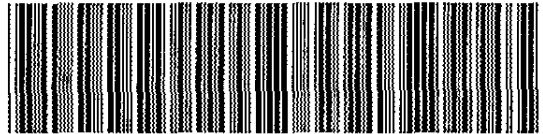
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DIVISION OF CORPORATIONS

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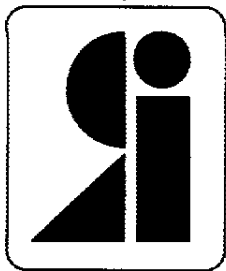
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FILED

03 APR -7 PM 1:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/7/03
DISS.
38



Roland International Corporation

April 2, 2003

Florida Department of State
Division of Corporations
P. O. 6327
Tallahassee, Florida 32314-6327

RE: Articles of Dissolution
Roland University Properties, Inc.

Dear Sirs:

Enclosed you will find the Articles of Dissolution and Shareholders Consent of Dissolution for the above referenced corporation, along with our check in the amount of \$87.50. Please return a stamped original to me for our files. I have enclosed an envelope for your convenience.

Thank you in advance.

Sincerely,

ROLAND INTERNATIONAL CORPORATION

Monica L. Abreu
Vice President

MLA:ss

Enclosures

**ARTICLES OF DISSOLUTION OF
ROLAND UNIVERSITY PROPERTIES, INC.
PURSUANT TO SECTION 607.267 OF THE
FLORIDA GENERAL CORPORATION ACT**

FILED
03 APR -7 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is **ROLAND UNIVERSITY PROPERTIES, INC.**
2. The names and respective addresses of its officers are as follows:

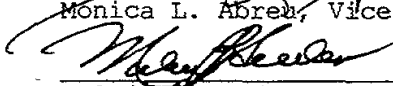
Gerald Robins	President	3245 St. Annes Dr. Boca Raton, FL 33496
Monica L. Abreu	Vice Pres.	3245 St. Annes Dr. Boca Raton, FL 33496
Melvin B. Seiden	Treasurer	3245 St. Annes Dr. Boca Raton, FL 33496
3. The names and respective addresses of its Directors are as follows:

Martin J. Abel	3245 St. Annes Dr., Boca Raton, FL
Gerald Robins	3245 St. Annes Dr., Boca Raton, FL
Stephen F. Mayer	3245 St. Annes Dr., Boca Raton, FL
4. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefore.
5. All the remaining property and assets of the corporation have been distributed to its sole shareholder.
6. There are no actions pending against the corporation in any court.
7. The dissolution was authorized on December 31, 2002.
8. A copy of the written consent to dissolve is attached. Such written consent has been signed by the sole shareholder of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the corporation this 31st day of March, 2003.



Monica L. Abreu, Vice President



Melvin B. Seiden, Treasurer

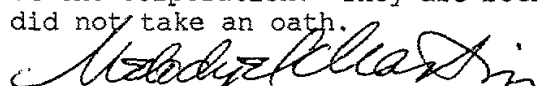
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 31st day of March, 2003 by MONICA L. ABREU, Vice President and MELVIN B. SEIDEN, Treasurer of ROLAND UNIVERSITY PROPERTIES, INC., a Florida corporation, on behalf of the corporation. They are both personally known to me and they did not take an oath.

(SEAL)



Melodye K. Martin
Commission # CG 878115
Expires Oct. 10, 2003
Bonded Thru
Atlantic Bonding Co., Inc.



Notary Public, State of Florida
Melodye K. Martin

**SHAREHOLDERS CONSENT FOR DISSOLUTION
OF
ROLAND UNIVERSITY PROPERTIES, INC.**

WHEREAS, Roland International Corporation, a Delaware corporation, is the owner and holder of all of the issued and outstanding capital stock of **ROLAND UNIVERSITY PROPERTIES, INC.**, a Florida corporation; and

WHEREAS, the undersigned have examined and evaluated the purpose for which **ROLAND UNIVERSITY PROPERTIES, INC.** had originally been formed, and have found that such purpose has been met, and that there is no further business purpose for **ROLAND UNIVERSITY PROPERTIES, INC.** to retain its corporate existence; and

WHEREAS, the undersigned have determined that it would be advisable and in the best interest of **ROLAND UNIVERSITY PROPERTIES, INC.** and **ROLAND INTERNATIONAL CORPORATION**, as the sole shareholder of **ROLAND UNIVERSITY PROPERTIES, INC.** that **ROLAND UNIVERSITY PROPERTIES, INC.** be dissolved:

NOW, THEREFORE, it is

RESOLVED THAT;

1. **ROLAND INTERNATIONAL CORPORATION**, as sole shareholder of **ROLAND UNIVERSITY PROPERTIES, INC.**, hereby consents, as of the date set forth below, to the dissolution of **ROLAND UNIVERSITY PROPERTIES, INC.**

2. All of the assets of **ROLAND UNIVERSITY PROPERTIES, INC.** will be transferred by appropriate instrument to **ROLAND INTERNATIONAL CORPORATION**, as the sole shareholder of **ROLAND UNIVERSITY PROPERTIES, INC.**

3. **ROLAND UNIVERSITY PROPERTIES, INC.** will effect a voluntary dissolution under Section 607.267 of the Florida General Corporation act.

4. Upon receipt of distribution of the assets of **ROLAND UNIVERSITY PROPERTIES, INC.**, **ROLAND INTERNATIONAL CORPORATION** will cancel the certificate evidencing all of the issued and outstanding shares of common stock of **ROLAND UNIVERSITY PROPERTIES, INC.**

5. The officers of **ROLAND UNIVERSITY PROPERTIES, INC.** are hereby authorized, empowered and directed to execute and deliver in the name of and on behalf of **ROLAND UNIVERSITY PROPERTIES, INC.** deeds, assignments, bills of sale, and other instruments of transfer as may be deemed necessary or proper to carry out, perform, implement and consummate the liquidation and distribution of assets and the winding up of the corporate affairs and dissolution of **ROLAND UNIVERSITY PROPERTIES, INC.**

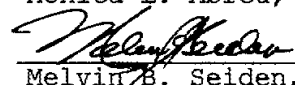
6. The officers and directors, further, are hereby authorized, empowered and directed to do any and all acts and things necessary to carry out, perform, implement and consummate the liquidation and distribution of assets and the winding up of corporate affairs and dissolution of **ROLAND UNIVERSITY PROPERTIES, INC.**, including, but not limited to, the execution of all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state or local governmental agency in connection with or by reason of the liquidation and dissolution of **ROLAND UNIVERSITY PROPERTIES, INC.**

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 31st day of December, 2002.

ROLAND INTERNATIONAL CORPORATION

By: 

Monica L. Abreu, Vice Pres.


Melvin B. Seiden, Treasurer