



THE UNITED STATES  
CORPORATION  
COMPANY

H75315

ACCOUNT NO. : 072100000032

REFERENCE : 948924 81372A

AUTHORIZATION :

Patricia Pigatto

COST LIMIT : \$ 43.75

ORDER DATE : December 29, 2000

ORDER TIME : 10:43 AM

ORDER NO. : 948924-005

CUSTOMER NO: 81372A

CUSTOMER: Mr. Nicholas E. Christin  
Wicker Smith Tutan O'hara  
2900 S.w. 28th Terrace, 5th Fl

Miami, FL 33133

DOMESTIC FILINGS

NAME: TENNESSEE ROAD, 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: Jeanine Reynolds - EXT# 1133  
EXAMINER'S INITIALS:

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FILED  
00 DEC 29 PM 1:25  
RECEIVED  
00 DEC 29 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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FD Diss  
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12/29/00

**ARTICLES OF DISSOLUTION PURSUANT TO SECTION 607.1403  
OF THE FLORIDA BUSINESS CORPORATION ACT OF  
TENNESSEE ROAD, INC.**

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Tennessee Road, Inc.
2. The names and respective addresses of the officers of the corporation are

as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Olga Guilarte	President	1570 Madruga Avenue Suite 305 Coral Gables, FL 33146
Thomas H. Wakefield	Vice President	1028 Cotorro Avenue Coral Gables, FL 33146
Charles Fred Rebozo	Secretary/Treasurer	12400 S.W. 62 <sup>nd</sup> Avenue Miami, FL 33156

3. The names and respective addresses of the directors of the corporation are
- as follows:

<u>Name</u>	<u>Address</u>
Olga Guilarte	1570 Madruga Avenue Suite 305 Coral Gables, FL 33146

4. Dissolution was authorized on December 20, 2000.
5. The number of vote cast for dissolution was sufficient for approval.

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TALLAHASSEE FLORIDA

6. All liabilities and obligations of the corporation have been paid or discharged or adequate provision has been made for the payment of all of the liabilities and obligations of the corporation.

7. All the property and assets of the corporation remaining after the payment of all debts, obligations, and liabilities of the corporation have been distributed among its shareholders in accordance with their respective rights and interests or no property or assets remained to be distributed among the shareholders of the corporation after the payment of all debts, obligations, and liabilities of the corporation.

8. There are no actions pending against the corporation in any court or adequate provision has been made for the satisfaction of any judgment, order, or decree, which may be entered against the corporation in any pending actions or proceedings.

9. The corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has been signed by all shareholders of the corporation or signed in their names by their duly authorized attorneys or the corporation elected to dissolve by act of the corporation, a resolution to dissolve having been duly adopted by the shareholders on December 20, 2000. A copy of the written consent or resolution is attached to these articles.

Dated: December 20, 2000.

TENNESSEE ROAD, INC.

By: Olga Guilarte  
Olga Guilarte, President

Attest:

Charles F. [Signature]  
Secretary

CONSENT TO CORPORATE ACTION  
INCIDENT TO LIQUIDATION AND DISSOLUTION  
OF TENNESSEE ROAD, INC.

The undersigned, as Shareholders of TENNESSEE ROAD, INC., hereby consent  
to the adoption of the following resolutions:

RESOLVED, that the Board of Directors of the Corporation determine that it is in the best interests of the Corporation to liquidate in accordance with the provisions of Section 607.1403, Florida Statutes, and Section 331 of the Internal Revenue Code of 1986 in accordance with the Plan of Complete Liquidation attached as **Exhibit A**; and

BE IT FURTHER RESOLVED, that the Corporation shall cease to carry on its business, to mail notice of the proposed liquidation to all creditors of the Corporation and to pay, satisfy or discharge its obligations or make adequate provision for payment and discharge thereof; and

BE IT FURTHER RESOLVED, that the President and Secretary, acting for and on behalf of the Corporation be, and they hereby are, authorized and directed to take such actions as may be necessary to effect the liquidation and dissolution of the Corporation, including the filing of Articles of Dissolution with the Secretary of State of Florida, and filing of the final income tax return and all other notices with the Internal Revenue Service and the Department of Revenue of the State of Florida, incident to the liquidation and dissolution of the Corporation; and

BE IT FURTHER RESOLVED, that the President of the Corporation, acting for and on behalf of the Corporation be, and he hereby is, authorized and directed to distribute all assets of the Corporation to Mary Bouterse, Charles Fred Rebozo and Thomas H. Wakefield, as Successor Co-Trustees of the Charles G. Rebozo Revocable Trust, as amended and restated, in complete liquidation of the Corporation, and to execute such Deeds, Bills of Sale, Assignments, checks and other instruments of conveyance in connection therewith as may be necessary; and

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BE IT FURTHER RESOLVED, that the President of the Corporation, acting for and on behalf of the Corporation be, and he hereby is, authorized and directed to take all such other actions as may be necessary or appropriate to effect the liquidation and dissolution of the Corporation.

DATED: December 2<sup>e</sup>, 2000.

CHARLES "BEBE" REBOZO  
REVOCABLE TRUST

By Thomas H. Wakefield  
THOMAS H. WAKEFIELD, Co-Trustee

By Mary R. Bouterse  
MARY R. BOUTERSE, Co-Trustee

By Charles Fred Rebozo  
CHARLES FRED REBOZO, Co-Trustee

**TENNESSEE ROAD, INC.**  
**PLAN OF COMPLETE LIQUIDATION**

This Plan of Complete Liquidation provides for the voluntary dissolution and complete liquidation of TENNESSEE ROAD, INC., a Florida corporation, in accordance with §331 of the Internal Revenue Code of 1986 and Fla. Stat. §607.1403. The voluntary dissolution and complete liquidation shall be accomplished in accordance with the provisions of this Plan.

1.     **Approval of Board of Directors of TENNESSEE ROAD, INC.** The Board of Directors of TENNESSEE ROAD, INC. have determined that it is desirable for the benefit of TENNESSEE ROAD, INC. and the stockholders thereof that TENNESSEE ROAD, INC. be voluntarily dissolved and totally liquidated and the minutes of the special meeting of said Board of Directors held on December 20, 2000.

2.     **Adoption of Plan by TENNESSEE ROAD, INC.** This Plan shall be submitted to the stockholders of TENNESSEE ROAD, INC. for approval and adoption at a meeting of the shareholders called by the Board of Directors for that purpose. Said meeting shall be held on December 20, 2000. The Plan shall be deemed and adopted to become effective upon the approval at the stockholders' meeting by a majority vote of the outstanding shares of common stock of TENNESSEE ROAD, INC. entitled to vote at the stockholders' meeting as provided in Fla. Stat. §607.1402.

3.     TENNESSEE ROAD, INC. shall not perform business activities other than those required for winding up its affairs, preserving the value of its assets and distributing its assets in accordance with this Plan. The liquidation and dissolution are to be effected as promptly as possible and in no event later than December 31, 2000.

4. **Time for Completion of Liquidation.** The intent of this Plan is the complete liquidation of TENNESSEE ROAD, INC. shall be commenced on the dissolution date and such liquidation and the distribution of the net assets of TENNESSEE ROAD, INC. shall be completed as soon as practical thereafter and no longer than three (3) years after the date of such approval by the stockholders.

5. **Powers and Authority of Liquidating Trustees.** The Liquidating Trustees and such officers, agents, attorneys or other employees of TENNESSEE ROAD, INC. or of the Liquidating Trustees as the Liquidating Trustees shall authorize, shall carry out and consummate this Plan, and shall have the power and authority to execute and deliver all contracts, agreements, conveyances, and other documents; sell, convey, and transfer property of any character; file all papers; receive and receipt for cash or other property; and take all such other action as they deem necessary or desirable for the purpose of effecting the complete liquidation and dissolution of TENNESSEE ROAD, INC., including, without limitation, all the powers and authorities provided by the first hereabove referenced provisions of Florida Statutes. Specifically, but without limitation of the generality of the foregoing, the Liquidating Trustees shall have the following powers and authorities:

A. Trustees' power of investment are listed to the powers to invest in demand and time deposits in banks and savings and loan associations or such temporary investments and short term certificates of deposit or treasury bills. The Trustees shall have the power to purchase, out of the proceeds or cash realizations from properties of this Trust, short-term federal or other bonds, notes or bills for such purposes as are reasonably necessary to effectuate the purposes of this Trust.

B.— Trustees are prohibited from investing in listed stocks or securities or other readily marketable assets or the operating assets of a going business.

C. If for any reason any Trustee shall be unable to act or shall fail to act under this Trust Agreement, then the remaining Trustees shall have the power to appoint a new Trustee to fill such vacancy. Any Trustee hereunder may resign in writing delivered to the other Trustees.

D. The Trustees shall have the power to retain, pending sale and liquidation, all of the properties of TENNESSEE ROAD, INC. as of December 31, 2000 for the purposes of this Trust, in their sole discretion, whether or not the same comply with the rules now or hereinafter prescribed by law for the investment of trust funds.

E. The Trustees shall have the power to employ and pay for the services of such brokers, custodians, agents, accountants, consultants and attorneys as may be reasonably necessary to effectuate the liquidation of properties, and the Trustees may carry Trust assets in the name of one or more of the Trustees, or in the name of a nominee or in the names of nominees, or in the names of the beneficiaries hereof.

F. The Trustees shall have the power to place cash and the proceeds of Trust properties, pending accounting and distribution thereof to the beneficiaries, in any depository which the Trustees shall designate; and the Trustees shall have the power to open such bank and checking accounts as may be reasonably necessary to effectuate the purposes of this Trust; and the Trustees shall designate the manner in which checks against such accounts, as are reasonably necessary to effectuate the purposes of this Trust, shall be executed and by whom.



G. The Trustees shall have the power to sell, transfer, assign and convey, at public or private sale, from time to time, the assets which are subject to this trust and to determine, in their sole discretion, the adequacy of the consideration received from such sales, transfers, assignments and conveyances of such assets.

H. The Trustees shall have the power to execute contracts and assignments, installment or otherwise, which contracts may continue for a period which extends beyond the termination date hereinabove provided.

I. The Trustees shall have the power to insure and reinsure, and they shall also have the power to self-insure, the assets which are subject to this Trust.

J. The Trustees shall have the power to pay any and all such property, franchise, and other taxes as are incurred by reason of the operation of this Trust; and the Trustees shall have the power to compromise and settle all tax assessments and claims; and shall have the power to institute claims for refund of all taxes, and the beneficiaries hereunder hereby vest the Trustees with full power of attorney to act in all such matters for and in behalf of the beneficiaries.

K. The Trustees shall have the power to compound, compromise or settle any claims or causes of action which may be instituted against the Trust or Trust assets.

L. The Trustees shall have the power to collect, and compromise for such consideration as they deem reasonable, any accounts receivable which are subject to the terms of this Trust, and any accounts receivable of Corporation which are now or may hereinafter become subject to the terms of this Trust.

M. The Trustees shall have the power to receive the proceeds and realizations upon the profits from the Trust assets.

N. The Trustees shall determine the time of distribution of proceeds from or realizations upon the Trust assets, but not less than annually, and to make distribution to the beneficiaries by checks drawn upon the funds of the Trust; and it shall be deemed sufficient if the said checks are mailed to the addresses of the beneficiaries of this Trust as set forth as follows:

CHARLES "BEBE" REBOZO  
REVOCABLE TRUST

c/o Thomas H. Wakefield, Co-Trustee  
Suite 202, Key Biscayne Bank Building  
91 West McIntyre Street  
Key Biscayne, FL 33149

c/o Mary Bouterse, Co-Trustee  
622 Eastridge Village Drive  
Miami, FL 33157

c/o Charles Fred Rebozo  
12400 S.W. 62 Avenue  
Miami, FL 33156

Provided, however, that if a beneficiary shall give notice to the Trustees of a change in address, then the Trustees shall mail such checks to the addresses so designated; and provided further that the Trustees shall have the power to make out such checks to the order of persons designated by the beneficiaries, their heirs, executors, administrators and assigns. If the Trustees shall determine that a specific Trust asset can be better realized upon by the beneficiaries than by the Trustees, the Trustees shall have the power to distribute such Trust asset in kind to the beneficiaries in proportion to their beneficial interest.

O. Trustees shall not retain assets in excess of a reasonable amount necessary to meet claims or contingent liabilities and shall not unduly prolong the duration of the Trust.

6. **Reserve for Liabilities and Subsequent Liquidating Distributions.** The Liquidating Trustees shall be entitled, from time to time, to determine and pay, or make adequate provision for the payment of, all liabilities, known, contingent, or potential, of TENNESSEE

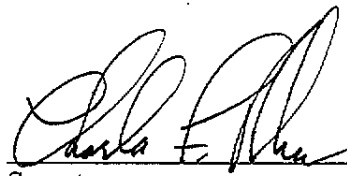
ROAD, INC. (including costs and expenses incurred and anticipated to be incurred in connection with the complete liquidation of TENNESSEE ROAD, INC.) and shall be entitled at all times to retain cash and other assets determined by the Liquidating Trustees to be adequate to provide for the payment of all such liabilities. Subject to the foregoing, the Liquidating Trustees from time to time shall make distributions in such amounts or in such property, pro rata to holders of common stock of record on such date or dates, as is determined by the Liquidating Trustees. All such determinations shall be made in the exercise of the absolute discretion of the Liquidating Trustees and the Liquidating Trustees shall not be required to make, or be in any manner liable for not making, any liquidating distribution to stockholders except to the extent cash or other property in excess of the amounts so determined by the Liquidating Trustees is found by the Liquidating Trustees to be available for such distribution.

7. The officers of the Corporation shall file with the Secretary of State of the State of Florida Articles of Dissolution in accordance with Fla. Stat. §607.1403 of the Florida Corporation Act. The proper officers of the Corporation shall file such other tax forms and documents as required by the State of Virginia and the State of Florida and other states as they determine necessary and such other tax forms with the Internal Revenue Service as soon as possible to properly report the Corporation's distribution of its corporate assets and to report its income and expenses on said relevant returns.

8. The Corporation specifically authorizes Olga Guilarte, as Trustee of the Liquidating Trust for the Corporation, to sign and forward to the Commissioner of Internal Revenue any tax returns to be filed by the Corporation and a Request for Prompt Assessment or other related tax forms that are necessary to be filed with the Internal Revenue Service, the State of Florida, or any other state.

9. **Final Liquidating Distribution.** At such time as the Liquidating Trustees shall determine in the exercise of their absolute discretion that all debts and liabilities, known, contingent, and potential, including costs and expenses of concluding the complete liquidation, of TENNESSEE ROAD, INC. have been paid, the Liquidating Trustees shall thereupon distribute any funds or other property then held by or for the account of TENNESSEE ROAD, INC. pro rata to holders of common stock of record on a date to be determined by the Liquidating Trustees, the transfer books and other records of TENNESSEE ROAD, INC. shall be closed on the date so determined and the Liquidating Trustee shall report to holders of common stock the completion of the liquidation of TENNESSEE ROAD, INC. Thereupon, TENNESSEE ROAD, INC. shall be deemed discharged of and released from all further powers, authorities, duties, responsibilities, and liabilities as Liquidating Trustees; and the certificates theretofore representing shares of stock of TENNESSEE ROAD, INC. shall be null and void.

10. The officers and directors of the Corporation are empowered, authorized and directed to carry out the provisions of this resolution and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed consent of its Shareholders under the Plan adopted.

A handwritten signature in dark ink, appearing to read "Charles E. Shea", is written over a horizontal line.

Secretary