

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

H87864

Alpha Academy and
Sports Camp 1, Inc

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*****105.00 *****35.00

- ___ 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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 26 PM 4: 06

FILED

DIVISION OF CORPORATION

98 JAN 25 PM 3: 23

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1/27
Jon
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Signature

Requested by: Cher 1-26 253
Name Date Time

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ARTICLES OF DISSOLUTION
OF
ALPHA ACADEMY AND SPORTS CAMP I, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is ALPHA ACADEMY AND SPORTS CAMP I, INC.
2. The names and respective addresses of its officers are:

Name and Address

Title

Stephen Markowitz
3814 Bimini Avenue
Cooper City, FL 33026

President

Mark Yanklewitz
11608 Sunfish Way
Cooper City, FL 33026

Secretary/Treasurer

3. The names and respective addresses of its directors are:

Stephen Markowitz
3814 Bimini Avenue
Cooper City, FL 33026

Mark Yanklewitz
11608 Sunfish Way
Cooper City, FL 33026

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 among its shareholders in accordance with their respective rights and interests.

6. 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 action).

7. A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 18 day of December, 1997.

DATED this 31 day of December , 1997.

Stephen Markowitz
Stephen Markowitz, President

Mark Yankowitz
Mark Yankowitz, Secretary

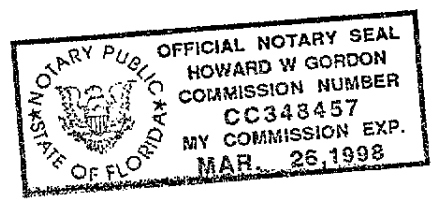
STATE OF FLORIDA)
) :ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority duly qualified to take acknowledgements and administer oaths in the County and State last aforesaid, personally appeared Stephen Markowitz, as President, and Mark Yankowitz, as Secretary, of ALPHA ACADEMY & SPORTS CAMP I, INC., a Florida corporation, to me known and who acknowledged before me that they have executed the foregoing Articles of Dissolution on behalf of said corporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my official hand and seal this 31 day of December, 1997.

Howard W. Gordon
Notary Public, STATE OF FLORIDA

My Commission Expires:



WRITTEN CONSENT OF THE
SHAREHOLDER AND ALL DIRECTORS OF
ALPHA ACADEMY AND SPORTS CAMP I, INC.

The undersigned, being all of the shareholders and all of the directors of the above-named corporation, do hereby consent to and adopt the following resolutions:

RESOLVED, the following plan of liquidation is hereby adopted for the assembling and marshalling of the assets of the corporation, the paying of or making adequate provisions for the creditors and debtors of the corporation, and the apportioning of the remaining assets among the shareholders according to their respective interests;

RESOLVED FURTHER, that the corporation is being liquidated pursuant to Section 331 of the Internal Revenue Code of 1954, as amended, pursuant to the laws of the State of Florida, and will distribute all of its assets to its shareholders;

RESOLVED FURTHER, that all liabilities and obligations of the corporation will be paid or discharged, or that adequate provision will be made therefor;

RESOLVED FURTHER, that the officers of the corporation are hereby authorized to establish a reserve in a reasonable amount to meet known liabilities and liquidating expenses and estimated unascertained or contingent liabilities or contingent expenses, if they deem such a reserve is necessary. The officers shall arrange for the distribution of any unused balance of the reserve to the shareholders as soon as practicable;

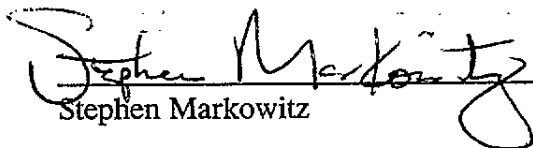
RESOLVED FURTHER, that, after the provision for, or the payment of, the known debts and liabilities of the corporation, the officers of the corporation are authorized and directed to distribute the remaining assets of the corporation to the shareholders of record in proportion to the number of shares owned by them in cancellation of their shares;

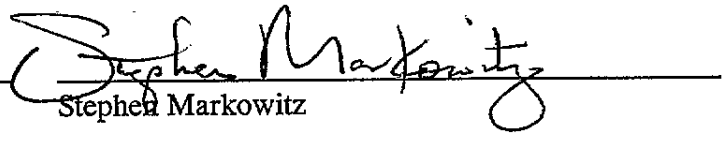
RESOLVED FURTHER, that the officers of this corporation are hereby authorized and directed to execute all documents required by law to be filed, including the filing within thirty (30) days after the date of this consent of Form 966 with the Internal Revenue Service Center in Atlanta, Georgia, attaching thereto a certified copy of these resolutions, indicating that the shareholders and directors have adopted a plan of liquidation pursuant to Section 331 of the Internal Revenue Code of 1954, as amended, and to do all other things necessary or convenient to effect the liquidation of this corporation; and as soon as practical after the distribution and transfer of the assets and liabilities to the stockholders in exchange for his capital stock, the corporation shall file Articles of Dissolution and all other documents necessary to effect the dissolution of this corporation.

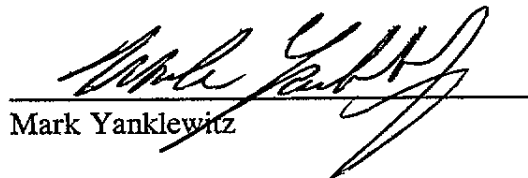
Executed this 18 day of December 1997.

STOCKHOLDERS:

DIRECTORS:


Stephen Markowitz


Stephen Markowitz


Mark Yanklewitz


Mark Yanklewitz