

J44659



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 041032 101134A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 23, 1998

ORDER TIME : 11:43 AM

ORDER NO. : 041032-005

CUSTOMER NO: 101134A

CUSTOMER: Jack A. Baxter, Jr., Esq
Jack Andrew Baxter, Jr., Esq
4530 North Federal Highway

Fort Lauderdale, FL 33308

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-11/23/98--01073--002

*****35.00 *****35.00

DOMESTIC FILINGS

NAME: ELEVEN SIXTY FOUR, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED
98 NOV 23 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-23-98

CC

FILED
98 NOV 23 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


ARTICLES OF DISSOLUTION

1. The name of the corporation is ELEVEN SIXTY FOUR, INC.
2. The shareholders of the Corporation by written consent approve the dissolution of the Corporation on November 30, 1998, a copy of the Written Consent signed by all shareholders accompanies these Articles as Exhibit "A".
3. The dissolution of the Corporation shall become effective upon its filing with the State of Florida, Department of State or on November 30, 1998, if later.
4. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made for them.
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.

IN WITNESS WHEREOF, these Articles have been signed this 20
day of November, 1998.


RICHARD J. TRODELLA
President

ATTEST:


CLAIRE D. TRODELLA
Secretary

STATE OF FLORIDA

COUNTY OF BROWARD

RICHARD J. TRODELLA and CLAIRE D. TRODELLA, being duly sworn, depose and say that they as President and Secretary, respectively, of ELEVEN SIXTY FOUR, INC., have been authorized as such to execute and file the foregoing Certificate pursuant to written action of the holders of record of all the outstanding shares of said Corporation entitled to vote on the dissolution of said Corporation intended to be effective by the foregoing Articles, which Written Action was executed on the 20 day of November, 1998.

Richard J. Trodella
RICHARD J. TRODELLA, President

Claire D. Trodella
CLAIRE D. TRODELLA, Secretary

SUBSCRIBED AND SWORN TO before me this 20 day of November, 1998.

My Commission Expires:

Jack A. Baxter, Jr.
Notary Public



Jack A. Baxter, Jr.
MY COMMISSION # CC619548 EXPIRES
April 24, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

EXHIBIT A

WRITTEN ACTION ADOPTING A PLAN OF COMPLETE LIQUIDATION

Pursuant to Florida Statute Section 607.0704, the shareholders of ELEVEN SIXTY FOUR, INC., hereby take the following action in lieu of a meeting therefore, and all statutory and by-law requirements pertaining to the time, place and manner of same are hereby waived:

WHEREAS, the shareholders of the Corporation feel it is in the best interests of the Corporation, due to the fact that the majority of the assets of the Corporation have been sold, to provide for the Corporation's liquidation and the distribution of the remaining assets to its shareholders; and

WHEREAS, the shareholders of the Corporation desire to approve the liquidation of the Corporation and authorize the directors of the Corporation to adopt a plan of liquidation and file Articles of Dissolution with the State of Florida, Department of State.

NOW, THEREFORE, BE IT

RESOLVED, that the shareholders of the Corporation hereby unanimously consent and approve the liquidation of the Corporation in accordance with the terms and provisions of the plan of liquidation which is hereby adopted by the shareholders of the Corporation, a copy of which is attached hereto as Exhibit "A" and made part hereof;

FURTHER RESOLVED, that the proper officers be, and they are, authorized and directed to file Articles of Dissolution, pursuant

to Chapter 607.1402 of the Statutes of the State of Florida with the Secretary of State of the State of Florida; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and they are, authorized and directed to do or cause to be done all such acts and things as they may be necessary and proper in order to effect the liquidation and dissolution of the Corporation in accordance with the plan of liquidation adopted by the shareholders herein; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and they are, hereby authorized and directed to do or cause the distribution of all remaining corporate assets to its shareholders in proportionate shares to their share ownership in the Corporation.

IN WITNESS WHEREOF, we have executed this Written Action this 20th day of November, 1998.

ESTATE OF GEORGE P. TRODELLA

BY: Claire D. Trodella
CLAIRE D. TRODELLA, as Personal
Representative
Shareholder