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STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES OF
**GOULD, COOKSEY, FENNELL,
O'NEILL, MARINE, CARTER & HAFNER, P.A.**

JOHN R. GOULD (1921-1988)
BYRON T. COOKSEY
DARRELL FENNELL
EUGENE J. O'NEILL*
CHRISTOPHER H. MARINE
DAVID M. CARTER
TODD W. FENNELL, LL.M.

979 BEACHLAND BOULEVARD
VERO BEACH, FLORIDA 32963
TELEPHONE: (772) 231-1100
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TROY B. HAFNER, LL.M.**
SUSAN L. CHENAULT
BRIAN J. CONNELLY
SANDRA C. RENNICK
T. GREG REYMANN, II, LL.M.

OF COUNSEL
SAMUEL A. BLOCK

*FL. BOARD CERTIFIED
CIVIL TRIAL AND BUSINESS LITIGATION

**FL. BOARD CERTIFIED
WILLS, TRUSTS AND ESTATES

July 17, 2003


Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Re: Bernie Corporation

Ladies and Gentlemen:

Enclosed please find an original and one copy of the Articles of Dissolution for Bernie Corporation together with this firm's check in the amount of \$35.00 for the filing fee. Please return one copy of the Articles of Dissolution when same are filed. A self-addressed, stamped envelope is provided for your convenience in returning the document to me.

Sincerely,



Todd W. Fennell

TWF:gc
enclosures

cc: W. Craig Marshall, Vice President. Northern Trust Bank of Florida N.A., Personal Representative and Co-Trustee
Libby Circelli
Jack Rosenberg

**ARTICLES OF DISSOLUTION PURSUANT TO SECTION 607.1403
OF THE FLORIDA BUSINESS CORPORATION ACT OF
BERNIE CORPORATION**

TO: Department of State
Tallahassee, FL 32314

Date Paid: _____
Filing Fee: \$35.00

Pursuant to the provisions of §607.1403 of the Florida Business Corporation Act, BERNIE CORPORATION (hereinafter, the "Corporation") adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is BERNIE CORPORATION.
2. The names and addresses of the Officers of the Corporation are:

<u>Name</u>	<u>Address</u>
W. Andrew White, President	755 Beachland Blvd. Vero Beach, FL 32963
Kevin E. Brown, Vice President/Secretary	755 Beachland Blvd. Vero Beach, FL 32963
Libby Circelli, Vice President	6353 Paderborne Drive Hudson, OH 44236

3. The names and addresses of the Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
W. Andrew White	755 Beachland Blvd. Vero Beach, FL 32963
Kevin E. Brown	755 Beachland Blvd. Vero Beach, FL 32963
Libby Circelli	6353 Paderborne Drive Hudson, OH 44236

4. Dissolution was authorized on March 4, 2001.
5. The number of votes cast for dissolution was sufficient for approval.
6. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made for them.

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

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

9. The Corporation elected to dissolve by act of the Corporation, a resolution to dissolve having been duly adopted by the directors and shareholders on March 8, 2001. A copy of the resolution is attached to these Articles of Dissolution.

Dated: March 8, 2001

W. Andrew White
W. ANDREW WHITE, President

ATTEST:

KEVIN E. BROWN
KEVIN E. BROWN, Secretary

(CORPORATE SEAL)

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ALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

Before me personally appeared W. ANDREW WHITE who is personally known to me and who executed the foregoing instrument as President of BERNIE CORPORATION, a Florida corporation, and who acknowledged to and before me that he executed such instrument as President of said Corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said Corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said Corporation.

WITNESS my hand and official seal, this 8th day of March, 2001



Patricia M. Davis
Notary Public, State of Florida.

Printed Name of Notary
My Commission Expires:

x Libby Cicelli
Libby Cicelli

Gwendolyn E. Mayer
Notary Public State of Ohio
GWENDOLYNE E. MAYER
Resident, Portage County
Notary Public, State of Ohio
My Commission Expires 2005

**JOINT WRITTEN ACTION OF THE BOARD OF DIRECTORS
AND SHAREHOLDERS OF BERNIE CORPORATION**

Pursuant to §607.1402, Florida Statutes, the undersigned, being all of the Directors and Shareholders of BERNIE CORPORATION, a Florida corporation, hereby take the following actions in lieu of a meeting thereof and all statutory and bylaw requirements pertaining to the time, manner and place of same are hereby waived:

RESOLVED, that BERNIE CORPORATION, a Florida corporation, be completely liquidated and dissolved; and

BE IT FURTHER RESOLVED, that the complete liquidation and dissolution of the Corporation under the Plan of Dissolution and Liquidation, a copy of which is attached hereto as Exhibit "A", is ratified, approved and adopted by the Shareholders of the Corporation; and

BE IT FURTHER RESOLVED that the Officers and Directors of the Corporation are authorized, empowered and directed to do any and all things in its name and behalf which they deem necessary and advisable to carry out the purposes and intentions of such plan.

Dated this 8th day of March, 2001.

Directors:

Libby Circelli
LIBBY CIRCELLI

KEVIN E. BROWN
KEVIN E. BROWN

W. Andrew White
W. ANDREW WHITE

Shareholders:

NORTHERN TRUST BANK OF FLORIDA
N.A., AS SUCCESSOR TRUSTEE OF THE
BERNHARDT ROSENBERG TRUST - 1987,
AS AMENDED

By: KEVIN E. BROWN
KEVIN E. BROWN, Second Vice
President

Libby Circelli
LIBBY CIRCELLI

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CLERK OF DISTRICT COURT
HALL
TALLAHASSEE, FLORIDA

PLAN OF DISSOLUTION AND LIQUIDATION FOR BERNIE CORPORATION

WHEREAS, BERNIE CORPORATION, a Florida corporation, is a corporation organized under the laws of Florida and is in good standing; and

WHEREAS, LIBBY CIRCELLI, individually, and NORTHERN TRUST BANK OF FLORIDA, N.A., AS SUCCESSOR TRUSTEE OF THE BERNHARDT ROSENBERG REVOCABLE TRUST - 1987, AS AMENDED, are the sole shareholders of BERNIE CORPORATION; and

WHEREAS, the shareholders desire to dissolve BERNIE CORPORATION.

NOW THEREFORE, the shareholders of BERNIE CORPORATION hereby adopt and approve the following Plan of Dissolution:

Article I - Calendar Year 2001

On or before March 31, 2001, BERNIE CORPORATION shall pay all outstanding bills, set aside Twenty five Thousand and no/100 Dollars (\$25,000.00) for payment of final taxes and professional fees and state filing fees and shall distribute fifty-five percent (55%) of its total remaining assets to NORTHERN TRUST BANK OF FLORIDA N.A., AS SUCCESSOR TRUSTEE OF THE BERNHARDT ROSENBERG REVOCABLE TRUST - 1987, AS AMENDED, (45% to a subaccount F/B/O Jack Rosenberg; 5% to a subaccount F/B/O the Jack Rosenberg children, and 5% to a subaccount F/B/O the Libby Circelli children) and forty-five percent (45%) of its total remaining assets to LIBBY CIRCELLI representing one hundred percent (100%) of all remaining assets in the Corporation in exchange for one hundred percent (100%) of the stock held by the shareholders. By the end of calendar year 2001, BERNIE CORPORATION shall file Articles of Dissolution and cease to be a corporate entity. The distribution of assets of the shareholders shall be pro-rata in accordance with the percentages described above; provided, however, any promissory note(s) made by LIBBY CIRCELLI as maker shall be distributed to her as part of her forty-five percent (45%) share, and all remaining promissory notes shall be distributed to the forty-five percent (45%) subaccount to be established F/B/O Jack Rosenberg and appropriate adjustments shall be made to the cash distributed to the shareholders and the subaccounts so that they shall each receive their respective percentage interests in the Corporation's assets.

Article II - Compliance with Internal Revenue Code

It is the intent of both BERNIE CORPORATION and the shareholders that this Plan of Liquidation and Dissolution shall comply with the requirements of the Internal Revenue Code as a qualified Plan of Liquidation and Dissolution for purposes of Internal Revenue Code Section 331. Therefore, this liquidation shall be treated as the sale or exchange of the shareholders' stock in exchange for the assets of the corporation.

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CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

Article III - Compliance with State Law

The Directors and Officers of the Corporation shall cause BERNIE CORPORATION to execute all documents necessary in order to comply with Florida law. These documents include, but shall not be limited to, state filings for tax years 2000 and 2001 and filing appropriate Articles of Dissolution before the end of calendar year 2001.

IN WITNESS WHEREOF, this Plan of Dissolution and Liquidation has been signed by LIBBY CIRCELLI and NORTHERN TRUST BANK OF FLORIDA, N.A., AS SUCCESSOR TRUSTEE OF THE BERNHARDT ROSENBERG REVOCABLE TRUST - 1987, AS AMENDED, this 7th day of March, 2001.

Libby Circelli
LIBBY CIRCELLI

NORTHERN TRUST BANK OF FLORIDA
N.A., AS SUCCESSOR TRUSTEE OF THE
BERNHARDT ROSENBERG REVOCABLE
TRUST - 1987, AS AMENDED

By: Kevin E. Brown
Kevin E. Brown, Second Vice President

STATE OF OHIO
COUNTY OF Summit

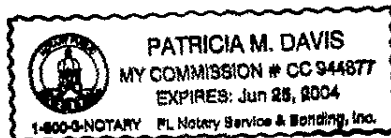
SWORN TO and SUBSCRIBED before me this 4th day of March, 2001, by LIBBY CIRCELLI who is personally known to me and who did not take an oath.

Gwendolyn E. Mayer
Notary Public. State of Ohio.
My Commission Expires:

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

SWORN TO and SUBSCRIBED before me this 8th day of March, 2001, by Kevin E. Brown, Second Vice President of NORTHERN TRUST BANK OF FLORIDA, N.A., AS SUCCESSOR TRUSTEE OF THE BERNHARDT ROSENBERG REVOCABLE TRUST - 1987, AS AMENDED who is personally known to me and who did not take an oath.

Patricia M. Davis
Notary Public. State of Florida
My Commission Expires:



Gwendolyn E. Mayer
Resident, Portage County
Notary Public, State of Ohio
My Commission Expires 2005