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ROGERS, BOWERS, DEMPSEY AND PALADINO

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April 30, 2001

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, FL 32399

FILED  
01 MAY -2 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In re: Palaco, Inc.

800004132298--5  
-05/02/01--01069--007  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Dear Sir/Madam:

Enclosed you will find a check in the amount of \$43.75 to cover the filing fee and cost of a certified copy of the Articles of Dissolution for the above-referenced corporation. If you have any questions, or require additional information, please give me a call.

Very truly yours,

ROGERS, BOWERS, DEMPSEY & PALADINO

*Chris Ruffini*

Christine Ruffini  
Legal Assistant

Diss  
5-11-01  
PAS

/cr  
Enclosure  
a/s

**FILED**

01 MAY -2 AM 9:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**ARTICLES OF DISSOLUTION  
OF PALACO, INC.**

Pursuant to section 607.1403, of the Florida Statutes, this Florida profit corporation submits Articles of Dissolution as follows.

1. The corporation is PALACO, INC. ("Company").
2. Dissolution was approved unanimously by the shareholders.
3. All debts, obligations and liabilities of the Corporation have been satisfied.
4. All of the remaining property and assets of the Corporation have been or will be distributed to the Corporation's shareholders no later than February 28, 2001.
5. There are no actions currently pending against the Corporation in any court.
6. A copy of the Plan of Liquidation for the Corporation, which was approved by all of the shareholders and directors of the Corporation on <sup>April</sup> ~~February~~ 28, 2001, is attached to these Articles of Dissolution.

IN WITNESS WHEREOF, the Secretary of the Corporation has executed these Articles of Dissolution this <sup>April</sup> 28 day of ~~February~~, 2001.

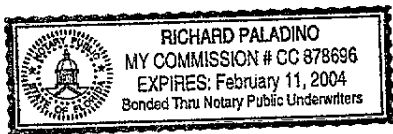
PALACO, INC.

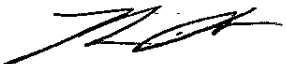
By: 

Allison Paladino, Secretary

STATE OF FLORIDA       )  
                                      )  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 28 day of <sup>April</sup>~~February~~, 2001  
by ALLISON PALADINO who is the Secretary of PALACO, INC., a Florida corporation, and  
who is either personally known to me or who has produced her drivers license as identification.



  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:

CR/DOC-01/PALACO, INC. - ARTICLES OF DISSOLUTION

**PLAN OF LIQUIDATION FOR  
PALACO, INC.**

The undersigned, consisting of all the members of the Board of Directors and all of the shareholders of PALACO, INC., a Florida corporation (hereinafter referred to as the "Corporation"), do hereby approve and adopt the resolutions hereinafter set forth, and authorize each and all of the acts and transactions described in said resolutions:

WHEREAS, in the judgment of the Board of Directors and shareholders of the Corporation, it is deemed advisable and in the best interest of the shareholders of the Corporation that the Corporation be liquidated and dissolved pursuant to the provisions in Section 336 of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code");

IT IS HEREBY:

RESOLVED, that the complete liquidation and dissolution of the Corporation be effected under this Plan of Liquidation (hereinafter referred to as the "Plan");

RESOLVED, that the President of the Corporation is hereby authorized to distribute to the shareholders of the Corporation all of the cash and other assets of the Corporation in complete liquidation of the Corporation;

RESOLVED, that the President of the Corporation is authorized and directed to:

- (a) Cease doing business as a going concern;
- (b) Cause notice of this dissolution to be mailed to each of the known creditors of, and any claimant against the Corporation;
- (c) Proceed to collect the assets of the Corporation and convey and dispose of such of its property as are not to be distributed in kind to the shareholder; and
- (d) Proceed to pay, satisfy or discharge the Corporation's liabilities and obligations, or to make adequate provisions for the payment and discharge thereof, and to do all other acts required to liquidate the Corporation's business and affairs pursuant to the provisions of Chapter 607 of the Florida Statutes;

RESOLVED, that the President and Secretary of the Corporation is authorized, empowered and directed to file all documents which they deem necessary or advisable to effectuate the complete liquidation of the Corporation,

including Articles of Dissolution pursuant to Section 607.1403 of the Florida Statutes and information returns on Treasury Department Forms 966, 1096 and 1099L, together with a final income tax return for the Corporation;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation of the Corporation and the distribution of its assets be commenced as soon as practicable, and that such assets be distributed and the dissolution be completed as soon practicable.

IN WITNESS WHEREOF, the undersigned directors and shareholders of the Corporation have executed this written consent to action approving the above Plan of Liquidation for PALACO, INC. this 28 day of ~~February~~, 2001.

April

DIRECTORS

Elizabeth Paladino  
Elizabeth Paladino

William R. Paladino  
William R. Paladino

William R. Paladino, Jr.  
William R. Paladino, Jr.

Allison Paladino  
Allison Paladino

SHAREHOLDERS

Elizabeth Paladino  
Elizabeth Paladino

William R. Paladino  
William R. Paladino

William R. Paladino, Jr.  
William R. Paladino, Jr.

Allison Paladino  
Allison Paladino