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September 27, 1999

J 96578

Via FedEx

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32301

100003000231-4  
-09/29/99-01047-007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

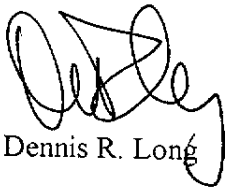
Re: ROMANO INDUSTRIES, INC.

Dear Sir:

Enclosed please find the original Written Consent of the Stockholders and Directors as well as the Articles of Dissolution of the above-named corporation. Also enclosed is a check in the amount of \$35.00 to cover the filing fee. Please forward confirmation of filing to our office.

Thank you very much for your cooperation in this matter.

Sincerely,



Dennis R. Long

DRL:sms  
Enclosures

s-c:corp\romano.ltr

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLES OF DISSOLUTION

The name of the corporation is **ROMANO INDUSTRIES, INC.**

The names and respective addresses of its officers and directors are:

GLORIA C. ROMANO  
2200 Gulf View Blvd.  
Dunedin, FL 34698

President, Secretary, Director

FRED BRUNO  
c/o RICC  
P. O. Box 74  
Barrington, RI 02806

Vice President, Director

FRANK W. MUSCHE  
284 Pleasant Street  
Rumford, RI 02916

Treasurer, Director

All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.

All the remaining property and assets of the corporation, after payment of the liabilities and obligations of the corporation, have been distributed among its shareholders in accordance with their respective rights and interests.

There are no actions pending against the corporation in any court.

DATED this 14 day of SEPTEMBER 1999.

Gloria C. Romano  
GLORIA C. ROMANO

Fred Bruno  
FRED BRUNO

Frank W. Musche  
FRANK W. MUSCHE

s-c:romano1

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS  
OF  
**ROMANO INDUSTRIES, INC.**  
IN LIEU OF SPECIAL MEETING BY STOCKHOLDERS  
AND DIRECTORS

At a Meeting to Liquidate and Dissolve

The undersigned, being all the Stockholders and Directors of the above named corporation, hereby take the following actions by written consent in lieu of a Special Meeting of the Board of Directors and Stockholders:

RESOLVED, that the corporation be liquidated in accordance with the applicable provisions of the Internal Revenue Code of 1954, as amended, and further

RESOLVED, that in accordance with such plan of liquidation, the officers, directors and the accountant for the corporation be and they hereby are authorized and directed to:

1. File the necessary forms with the Internal Revenue Service, together with a copy of this consent;
2. Transfer all of the assets of the corporation to the stockholders of the corporation;
3. Distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation;
4. File a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida;
5. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets; and
6. Provide for the payment of any indebtedness owed by the corporation to any creditors and/or lienors, and further

RESOLVED, that all actions taken on behalf of this corporation by its officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

Dated: 9/14/99, 1999

Shareholders/Directors:

Gloria C. Romano  
GLORIA C. ROMANO

Fred Bruno  
FRED BRUNO

Frank W. Musche  
FRANK W. MUSCHE

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