

K47934

CAPRI
6865 S. 68th St. #207
Franklin, WI 53182

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____
(Corporation Name) (Document #)
- 2. _____
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TALLAHASSEE, FLORIDA

- Walk in
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- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Diss
5/30/00
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Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
THE CAPRISE ORGANIZATION, INC.

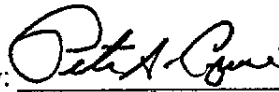
These Articles of Dissolution are filed pursuant to Section 607.1403 of the Florida Business Corporation Act, and provide as follows:

1. The name of the corporation is THE CAPRISE ORGANIZATION, INC. (the "Corporation").
2. The Corporation was formed in the State of Florida on November 22, 1988, under Charter No. K47934.
3. The Board of Directors of the Corporation proposed dissolution of the Corporation to the Shareholders of the Corporation, and the Shareholders approved the dissolution in accordance with Section 607.1402 of the Florida Business Corporation Act.
4. The Board of Directors and Shareholders of the Corporation authorized the dissolution of the Corporation pursuant to a Board of Directors and Shareholders Action by Written Consent dated February 29, 2000, and the unanimous consent of all of the members of the Board of Directors and all of the Shareholders was sufficient for approval of the dissolution.
5. All liabilities and obligations of the Corporation have been paid or discharged, or adequate provision has been made therefor.
6. All remaining property and assets of the Corporation have been distributed to its Shareholders in accordance with their respective rights and interest.
7. There are no actions pending against the Corporation in any Court.
8. Dissolution of the Corporation shall be effective on the date these Articles of Dissolution are filed by the Secretary of State.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Dissolution this

31 day of March, 2000.

THE CAPRISE ORGANIZATION, INC.

By: 
Printed Name: Peter Caprise
Title: Sec'y / TRCAS

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**THE CAPRISE ORGANIZATION, INC.
ACTION OF BOARD OF DIRECTORS AND SHAREHOLDERS BY
UNANIMOUS WRITTEN CONSENT IN LIEU OF SPECIAL MEETING**

Pursuant to the authority of §607.0821 and §607.0704 of the Florida Business Corporation Act, the undersigned, constituting all of the members of the Board of Directors and all of the Shareholders of THE CAPRISE ORGANIZATION, INC., a Florida corporation (the "Corporation"), do hereby affirmatively vote for, consent to, adopt and approve the following resolutions by written consent:

WHEREAS, the Board of Directors of the Corporation deems it to be in the best interest of the Corporation to voluntarily dissolve the Corporation; and

WHEREAS, the Board of Directors of the Corporation has recommended to the sole Shareholder that the Corporation be voluntarily dissolved; and

WHEREAS, the Shareholders of the Corporation deem it to be in the best interest of the Corporation to voluntarily dissolve the Corporation and to proceed with the winding up and liquidating of the Corporation's business affairs.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors and Shareholders do hereby authorize and approve: (i) the execution and delivery by the Corporation of the Articles of Dissolution (the "Articles") to the Florida Department of State in the form attached hereto as Exhibit "A"; and (ii) the consummation of all transactions provided for and contemplated in the Articles, as applicable; and it is

FURTHER RESOLVED, that the President or any other Officer of the Corporation, together with such other authorized agents of the Corporation as they shall designate, are hereby authorized, empowered and directed in the name and on behalf of the Corporation, to make, enter into, execute and deliver with and to all appropriate parties, all such agreements or documentation necessary to dissolve the Corporation.

FURTHER RESOLVED, that the President or any other Officer of the Corporation, together with such other authorized agents of the Corporation as they shall designate, are hereby authorized and instructed to take or cause to be taken any other actions they deem necessary or appropriate to effect to wind up and liquidate the Corporation's business affairs.

FURTHER RESOLVED, that the President or any other Officer of the Corporation, be, and they hereby are, authorized, directed and empowered, by and on behalf of the Corporation, to perform all acts, execute, acknowledge, deliver, file and record all papers and documents, and to do any and all such other things which they deem necessary or desirable, in their sole discretion, to carry into effect all of the intents and purposes of the foregoing recitals and resolutions.

Execution of this certificate by the undersigned, being all of the members of the Board of Directors and all of the Shareholders, waives any requirement of a formal meeting or formal notice to conduct the business referred to herein.

This written consent may be executed in one or more identical counterparts and shall be effective upon execution of counterparts by all of the members of the Board of Directors and all of the Shareholders of the Corporation.

Executed effective as of the 29th day of February, 2000.



Peter A. Caprise, Director and Shareholder



John D. Caprise, Director and Shareholder



Franck C. Caprise, Director and Shareholder

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