

K 93930

Florida Department of State
Division of Corporations
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DISSOLUTION

JOHNSON SQUARE, INC.

RECEIVED
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DIVISION OF CORPORATIONS

Certificate of Status	0
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Volum. Diss.

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 20, 2002

JOHNSON SQUARE, INC.
1541 SUNSET DRIVE
SUITE 300
CORAL GABLES FL, 33143

SUBJECT: JOHNSON SQUARE, INC.
REF: K93930

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The exhibit A referred to in the dissolution is not attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: H02000239907
Letter Number: 202A00066996

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SECRETARY OF CORPORATIONS
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ARTICLES OF DISSOLUTION
OF
JOHNSON SQUARE, INC.,
a Florida corporation

1. The name of the Corporation is JOHNSON SQUARE, INC.
2. The name and address of its Officers are:

GERALD M. HIGIER	-	President, Vice
1541 Sunset Drive		President, Secretary
Suite 300		and Treasurer
Coral Gables, Florida 33143		

3. The name and address of the sole Director of the Corporation is:

GERALD M. HIGIER
1541 Sunset Drive
Suite 300
Coral Gables, Florida 33143

4. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.

5. All the remaining property and assets of the Corporation have been distributed to the sole Shareholder as set forth on the Written Consent attached hereto and made a part hereof.


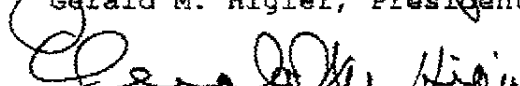
6. There are no actions pending against the Corporation in any court. Further, the Corporation has no intention of revoking this voluntary dissolution, and the Corporation's name is immediately available for use by any other corporation.

7. Dissolution of the Corporation was approved by the sole Shareholder on December 19, 2002.

8. The dissolution was approved by the sole Shareholder and such vote was sufficient for dissolution. The Written Consent to Dissolve signed by the sole Shareholder is attached hereto as Exhibit A.

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DATED this 19 day of December, 2002.

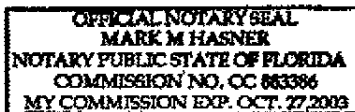

Gerald M. Higier, President

Gerald M. Higier, Secretary

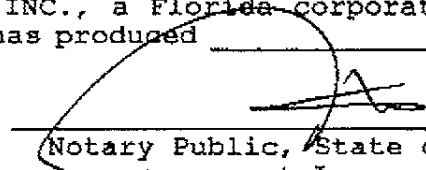
STATE OF FLORIDA:

SS:

COUNTY OF MIAMI-DADE:

The foregoing instrument was acknowledged before me this 19 day of December 2002 by GERALD M. HIGIER, President and Secretary of JOHNSON SQUARE, INC., a Florida corporation, who is personally known to me or who has produced _____ as identification.




Notary Public, State of Florida
at Large

Type/Print/or Stamp Name of Notary

My Commission Expires:

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H02000239907

**JOINT WRITTEN ACTION OF
THE SOLE SHAREHOLDER AND DIRECTOR OF
JOHNSON SQUARE, INC.,
a Florida corporation**

The undersigned, being the sole Shareholder and Director of JOHNSON SQUARE, INC., a Florida corporation, (hereinafter the "Corporation"), hereby take the following written actions in lieu of holding a meeting regarding same, all pursuant to the terms of the Florida Statutes:

BE IT RESOLVED:

1. That, the Board of Directors and the sole Shareholder hereby approve and adopt the following Plan of Liquidation and Dissolution for the Corporation, to wit:

**PLAN OF LIQUIDATION
AND DISSOLUTION**

- 1) That, within thirty (30) days after the date of this meeting, Counsel or accountants for the Corporation shall file Form 966 with the District Director of the Internal Revenue Service, 4800 Buford Highway, Chamblee, Georgia, attaching to such form a certified copy of this resolution, indicating that the stockholder and director adopt a plan of liquidation and dissolution.

- 2) That, the Corporation, by its duly authorized officers, may proceed to complete the sale of its property, if any, as an incident to the plan of liquidation and dissolution adopted by the stockholder and director pursuant to Sections 331, 453(h) and 453B(h) of the Internal Revenue Code of 1986, as amended.

- 3) That, the Corporation, by its duly authorized officers, within twelve (12) months after the date of this meeting, shall distribute all of the corporate assets, except those retained to meet corporate obligations (including unascertained or contingent liabilities and expenses), to the stockholders.

- 4) That, as soon as practical, but not later than twelve (12) months after the date of this meeting, Counsel for the Corporation shall file a certificate for the dissolution of the

EXHIBIT "A"

Corporation pursuant to Florida Statutes, and that the officers of this Corporation are hereby authorized to execute any and all documents to effectuate such dissolution.

5) That, the officers and the sole director be and they are hereby empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the stockholder and director, said officers and the sole director being authorized to adopt subsequent resolutions to effectuate the intent of the stockholder and the sole director to liquidate and dissolve the Corporation in accordance with a plan of liquidation and dissolution adopted pursuant to Sections 331, 453(h) and 453B(h) of the Internal Revenue Code of 1986, as amended.

2. That, the President of this Corporation be and is hereby authorized and empowered and directed to execute and deliver all documents and take all other actions, in his sole discretion, may determine to be necessary or desirable in order to effectuate the provisions of the Agreement, and such other documents as may be required to effectuate the Agreement and the foregoing resolutions, and to agree to such terms and conditions as may be necessary, any such determination to be conclusively evidenced by the execution of any such document or the doing of any such act; and

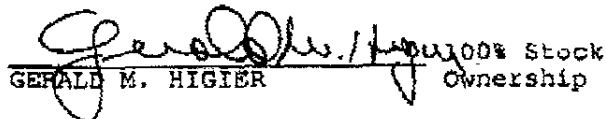
3. That, the Secretary of the Corporation be, and is hereby, authorized and empowered to attest the execution of any of the foregoing documents and to certify to the adoption of the foregoing resolutions as of the date hereof.

DATED: December 19, 2002.

DIRECTOR:

SHAREHOLDER:


GERALD M. HIGIER

 100% Stock
GERALD M. HIGIER Ownership

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