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FILED
01 APR 19 PM 12:37
DEPT. OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 120890 101134A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 19, 2001

ORDER TIME : 10:32 AM

ORDER NO. : 120890-005

100004032861--8

-04/19/01--01067--003

*****35.00 *****35.00

CUSTOMER NO: 101134A

CUSTOMER: Jack A. Baxter, Jr., Esq
Jack Andrew Baxter, Jr., Esq
4530 North Federal Highway

Fort Lauderdale, FL 33308

DOMESTIC FILINGS

NAME: MURREET FLORIDA, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT# 1165

EXAMINER'S INITIALS: _____

RECEIVED
01 APR 19 AM 11:23
DEPT. OF STATE
TALLAHASSEE, FLORIDA

G. COULLETTE APR 19 2001

ARTICLES OF DISSOLUTION

FILED
01 APR 19 PM 12:37
CLERK OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is MURREET FLORIDA, INC.
2. The shareholders of the Corporation by written consent approve the dissolution of the Corporation on April 30, 2001, a copy of the Written Consent signed by all shareholders accompanies these Articles as Exhibit "A".
3. The dissolution of the Corporation shall become effective upon its filing with the State of Florida, Department of State or on April 30, 2001, if later.
4. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made for them.
5. All the remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests, including but not limited to that certain Mortgage between Peter Calcano and Gladys Calcano, his wife, and the Corporation dated December 20, 1995 and recorded January 4, 1996, in O.R. Book 24344, Page 99, of the Public Records of Broward County, Florida, encumbering the following described property:


Lot One (1) of AMENDED PLAT OF LOT 1 TO 19, inclusive, of EDGEWATER ESTATES, according to the Plat thereof recorded in Plat Book 41, Page 5, of the Public Records of Broward County, Florida;

which will be or has been distributed to Murreet Ontario, Inc., a Canadian corporation.
6. There are no actions pending against the Corporation in any court.

IN WITNESS WHEREOF, these Articles have been signed this 12 day of April, 2001.


MURRAY SLOTE
President

ATTEST:

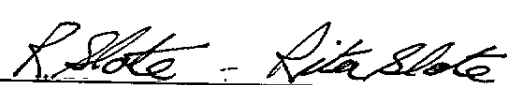

RITA SLOTE
Secretary

COUNTRY OF CANADA

PROVINCE OF

MURRAY SLOTE and RITA SLOTE, being duly sworn, depose and say that they are the President and Secretary, respectively, of MURREET FLORIDA, INC., and have been authorized as such to execute and file the foregoing Certificate pursuant to written action of the holders of record of all the outstanding shares of said Corporation entitled to vote on the dissolution of said Corporation intended to be effective by the foregoing Articles, which Written Action was executed on the 11th day of April, 2001.


MURRAY SLOTE, President


RITA SLOTE, Secretary

SUBSCRIBED AND SWORN TO before me this 12 day of April, 2001.

My Commission Expires:

LIFETIME

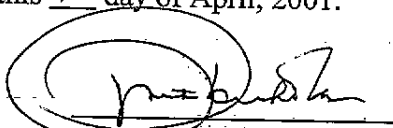

Notary Public

EXHIBIT A

WRITTEN ACTION ADOPTING A PLAN OF COMPLETE LIQUIDATION

Pursuant to Florida Statute Section 607.0704, the shareholders of MURREET FLORIDA, INC., hereby take the following action in lieu of a meeting therefore, and all statutory and by-law requirements pertaining to the time, place and manner of same are hereby waived:

WHEREAS, the shareholders of the Corporation feel it is in the best interests of the Corporation, due to the fact that the majority of the assets of the Corporation have been sold, to provide for the Corporation's liquidation and the distribution of the remaining assets to its shareholders; and

WHEREAS, the shareholders of the Corporation desire to approve the liquidation of the Corporation and authorize the directors of the Corporation to adopt a plan of liquidation and file Articles of Dissolution with the State of Florida, Department of State.

NOW, THEREFORE, BE IT

RESOLVED, that the shareholders of the Corporation hereby unanimously consent and approve the liquidation of the Corporation in accordance with the terms and provisions of the plan of liquidation which is hereby adopted by the shareholders of the Corporation, a copy of which is attached hereto as Exhibit "A" and made part hereof;

FURTHER RESOLVED, that the proper officers be, and they are, authorized and directed to file Articles of Dissolution, pursuant to Chapter 607.1402 of the Statutes of the State of Florida with the Secretary of State of the State of Florida; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and they are, authorized and directed to do or cause to be done all such acts and things as they may be necessary and proper in order to effect the liquidation and dissolution of the Corporation in accordance with the plan of liquidation adopted by the shareholders herein; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and they are, hereby authorized and directed to do or cause the distribution of all remaining corporate assets to its shareholders in proportionate shares to their share ownership in the Corporation.

FURTHER RESOLVED, that the proper officers of the Corporation be and they are hereby authorized and directed to and to cause the assignment of the Corporation's Mortgage between Peter Calcano and Gladys Calcano, his wife, and the Corporation dated December 20, 1995 and recorded January 4, 1996, in O.R. Book 24344, Page 99, of the Public Records of Broward County, Florida, encumbering the following described property:

Lot One (1) of AMENDED PLAT OF LOT 1 TO 19, inclusive, of EDGEWATER ESTATES, according to the Plat thereof recorded in Plat Book 41, Page 5, of the Public Records of Broward County, Florida;

to Murreet Ontario, Inc., a Canadian corporation, and the proper officers of the Corporation are hereby authorized and directed to execute the appropriate assignment of mortgage.

IN WITNESS WHEREOF, we have executed this Written Action this 12 day of April, 2001.

MURREET ONTARIO, INC.

BY:


MURRAY SLOTE, President
Shareholder

PLAN OF LIQUIDATION AND DISSOLUTION
OF
MURREET FLORIDA, INC.

1. Plan of Liquidation. MURREET FLORIDA, INC., a Florida corporation, hereinafter called the Corporation, has issued and outstanding Seventy Five (75) common shares, of the par value of One Dollar (\$1.00) each. The Corporation will on or before the filing of Articles of Dissolution with the Secretary of State, State of Florida, cease the active conduct of its business and wind up its affairs, and within the meaning of the Internal Revenue Code of 1986, as amended, will liquidate and distribute all of its assets in complete liquidation. The Corporation shall cease to exist for federal income tax purposes upon the filing of its Articles of Dissolution with the Secretary of State, State of Florida or on April 30, 2001, if later.

2. Negotiation of terms by officers and directors. The officers and directors of the Corporation are authorized from time to time to negotiate and to consummate sales of all or any portion or portions of the properties of the Corporation on such terms and conditions as they in their discretion shall deem beneficial to the Corporation, including the assumption by the purchaser or purchasers of any or all liabilities of the Corporation, subject to any requisite approval or other action by the shareholders of the Corporation.

3. Intermediate distributions. The directors may from time to time authorize one or more distributions of property by the Corporation, in cash or in kind, in a series of distributions in complete liquidation, retaining such assets as they may deem necessary to meet claims or liabilities of the Corporation, and to continue the operation of such properties of the Corporation as have not been sold at the time of any such distributions. The directors are hereby authorized to cause the Corporation's officers to assign that certain Mortgage between Peter Calcano and Gladys Calcano, his wife, and the Corporation dated December 20, 1995 and recorded January 4, 1996, in O.R. Book 24344, Page 99, of the Public Records of Broward County, Florida, encumbering the following described property:

Lot One (1) of AMENDED PLAT OF LOT 1 TO 19, inclusive, of EDGEWATER ESTATES, according to the Plat thereof recorded in Plat Book 41, Page 5, of the Public Records of Broward County, Florida;

to Murreet Ontario, Inc., a Canadian corporation.

4. Final distribution. As soon as practicable, such of the assets of the Corporation as have not previously been distributed, and in the opinion of its directors need no longer be retained to meet claims or liabilities, shall be distributed to the holders of the Corporation's common shares.

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