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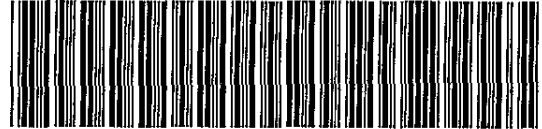
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TALLAHASSEE, FLORIDA

# ABEL | BAND

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Please refer to our file number: 766-1

June 25, 2003

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Lillian Richman Family, L.L.C.

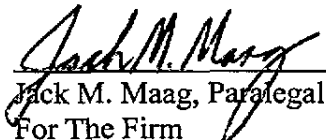
Dear Sir or Madam:

Enclosed please find original and duplicate Articles of Dissolution, together with Resolution of Dissolution of the above named Company, together with a check in the amount of \$25.00 to cover the filing fees.

We would appreciate your returning to us a date-stamped copy of the Articles of Dissolution in the enclosed envelope.

Very truly yours,

ABEL, BAND, RUSSELL, COLLIER,  
PITCHFORD & GORDON, CHARTERED

  
\_\_\_\_\_  
Jack M. Maag, Paralegal  
For The Firm

JMM

Enclosures

SARASOTA, FLORIDA

VENICE, FLORIDA

DENVER, COLORADO

ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GORDON, CHARTERED

FILED  
03 JUN 30 AM 8:30  
SECTION OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION**

**OF**

**LILLIAN RICHMAN FAMILY, L.L.C.**

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned limited liability company adopts the following Articles of Dissolution for the purpose of dissolving the referenced Company:

ARTICLE I - NAME

The name of the Company is Lillian Richman Family, L.L.C.

ARTICLE II - RESOLUTION TO DISSOLVE

Pursuant to the authority contained in Section 608 of the Florida Statutes and the Operating Agreement of the Company, all of the Members of the Company have executed a written consent electing to dissolve the Company effective the date these Articles of Dissolution are filed with the Secretary of State. A copy of the Resolution to Dissolve is attached hereto. Said Resolution was adopted by all of the Members of the Company on June 17, 2003.

All debts, obligations, and liabilities of the Company have been paid or discharged, or adequate provision has been made pursuant to Section 608.4421 of the Florida Statutes.

All remaining property and assets of the Company have been distributed among its Members in accordance with their respective rights and interests.

There are no suits pending against the Company in any court.

IN WITNESS WHEREOF, the undersigned, being the Manager of the Company, has executed these Articles of Dissolution this 17 day of June, 2003.

LILLIAN RICHMAN FAMILY, L.L.C.,  
a Florida limited liability company

By: Lillian Richman  
Lillian Richman, Manager

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03 JUN 30 AM 10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACTION BY WRITTEN CONSENT OF MEMBERS  
IN LIEU OF THE SPECIAL MEETING OF  
LILLIAN RICHMAN FAMILY, L.L.C.**

Pursuant to the authority contained in Section 608 of the Florida Statutes, the undersigned, being all of the Members of LILLIAN RICHMAN FAMILY, L.L.C., a Florida limited liability company (the "Company"), waiving all requirements of notice, adopt the following resolutions by written consent in lieu of holding a special meeting of the Members of the Company (the "Consent"):

WHEREAS, the Manager of the Company approved a Plan of Complete Liquidation and Dissolution, a copy of which is attached hereto as Exhibit "A" (the "Plan"); it was

RESOLVED, that the liquidation and dissolution of the Company as set forth in the Plan is hereby adopted and approved in all respects; it was

FURTHER RESOLVED, that the Manager shall be, and is hereby, authorized and directed to perform all acts and execute all instruments on behalf of the Company which shall be necessary to effectuate the liquidation and dissolution of the Company; it is

FURTHER RESOLVED, that all actions taken by the Manager of the Company, through the date hereof, are hereby ratified and approved; and it is

FURTHER RESOLVED, that this Consent may be executed in one or more counterparts, each of which shall be deemed an original for all purposes and all of which together shall constitute one and the same Consent, and this Consent may be effected by a written facsimile signature of each of the members.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of this 17 day of June, 2003.


**MEMBERS:**

**The Lillian Richman Revocable Trust  
under Agreement dated May 18, 1990, as  
amended and restated**

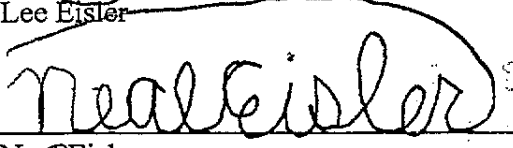
By: Lillian Richman  
Lillian Richman, as Trustee

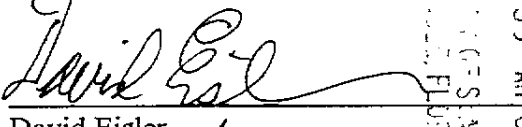
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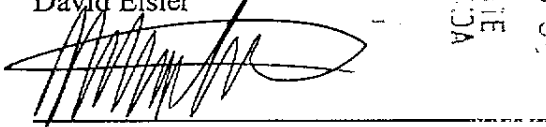
**MEMBERS:**

  
Robert Eisler

  
Lee Eisler

  
Neal Eisler

  
David Eisler

  
Melissa Eisler

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03 11 30 AM '83  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**EXHIBIT "A"**

**Plan of Complete Liquidation and Dissolution**

**FILED**

**03 JUN 30 AM 8 30**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION  
OF  
LILLIAN RICHMAN FAMILY, L.L.C.**

This Plan of Complete Liquidation and Dissolution, (the "Plan"), is for the purpose of effecting the complete liquidation and dissolution of LILLIAN RICHMAN FAMILY, L.L.C., a Florida limited liability company (the "Company") in accordance with Section 608 of the Florida Statutes, pursuant to the following steps:

1. Adoption of the Plan. The Plan shall be submitted to all of the Members of the Company for adoption pursuant to Section 12.1 of the Operating Agreement of the Company dated September 15, 1998, as amended (the "Operating Agreement"). The Plan shall become effective upon its adoption by the affirmative vote of all of the Members of the Company.
2. Cessation of Business. Following the adoption of the Plan by all of the Members as specified above, the Company shall not engage in any business activities except for the purpose of preserving the value of its assets, adjusting and winding up of its business and affairs, and distribution of its assets in accordance with the Section 12.1 of the Operating Agreement. The Manager shall continue in office solely for that purpose.
3. Determination of Member Interests and Distribution of Assets. The proportionate interest of the Members in the assets of the Company shall be fixed on the basis of the present ownership of the outstanding shares of the Company. The Company shall distribute its assets to the Members in proportion to his ownership interest in the Company. The Member's interest in the assets of the Company shall not be transferable by the negotiation of share certificates.
4. Reserve for Taxes and Expenses. The Manager shall set aside a reserve fund in an amount estimated by the accountant of the Company to be sufficient to pay all unpaid federal income taxes and Florida taxes, and accounting expenses and legal expenses in connection therewith. Any amount remaining in the reserve fund after the payment of such taxes and expenses shall be distributed to the Members in proportion to his ownership of the outstanding shares of the Company.
5. Member's Liability. Notwithstanding anything to the contrary, if the amount of the reserve fund set up in accordance with Paragraph 4 proves to be insufficient to pay the taxes and expenses referred to therein, then any excess liability for such taxes and expenses shall be paid by the Members in proportion to their ownership of the Company.
6. Dissolution. Concurrently with the final distributions of the assets specified in Paragraph 3, all of the Manager shall execute and cause to be filed Articles of Dissolution of the Company in accordance with Chapter 608 of the Florida Statutes. In addition to the execution and filing of the final income tax returns of the Company, the Manager shall execute and file all other returns, documents and information required to be filed by reason of the complete liquidation of the

Company. The effective date of the dissolution shall be the date of filing of the Articles of Dissolution with the Secretary of State.

7. Authorization for Necessary Acts. The Manager of the Company shall carry out and consummate the Plan, and shall have the power to adopt all resolutions, execute all documents and file all papers, and take all other action they deem necessary or desirable for the purposes of effecting the dissolution of the Company and the complete liquidation of its business and affairs.

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