

L020000030994

Florida Department of State

Division of Corporations

Public Access System

FAXED
 05/14/03

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000192356 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850)205-0383

From:

Account Name : SERBER & ASSOCIATES, P.A.

Account Number : I20000000083

Phone : (305) 932-6262

Fax Number : (305) 933-9393

 03 MAY 14 PM 1:57
 RECEIVED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

 03 MAY 14 PM 12:47
 RECEIVED
 DIVISION OF CORPORATION

LIMITED LIABILITY DISSOLUTION

MERCURY COMMUNICATIONS, LLC.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$60.00

5-4-03



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 13, 2003

MERCURY COMMUNICATIONS, LLC.
21225 ESCONDIDO WAY N.
BOCA RATON, FL 33433SUBJECT: MERCURY COMMUNICATIONS, LLC.
REF: L02000030994

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

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

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) 245-6025.

Trevor Brumbley
Document Specialist
Amount charged: 60.00FAX Aud. #: H03000192356
Letter Number: 703A0002932403 MAY 14 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

H030001923561

**WRITTEN CONSENT OF THE MEMBERS
OF MERCURY COMMUNICATIONS, LLC.
TO DISSOLVE AND LIQUIDATE**

The undersigned, being all the Members of MERCURY COMMUNICATIONS, LLC, a Florida Limited Liability Company (the "Company"), by their signatures hereto pursuant to Section 608.441 of the Florida Limited Liability Company Act, hereby adopt this Written Consent in lieu of a formal meeting, waive all notice of the time, place and objects of a meeting, and consent to, approve and adopt the following company acts:

BE IT RESOLVED, by all the Members of the Company, that it is in the best interests of the Company to fully liquidate and dissolve; and be it

FURTHER RESOLVED, that after paying or adequately providing for all of its known debts and liabilities, plus all sums due and paid hereafter pursuant to the Company's accounts receivables shall be set aside as a reserve fund for the payment of estimated expenses, taxes, unascertained or contingent liabilities, and expenses and costs of winding up, distribution and dissolution; and be it

FURTHER RESOLVED that at such time as all liabilities of the Company have been paid or adequately provided for and when there shall be no further needs for the aforesaid reserve fund, the balance in said reserve fund, if any, shall be distributed to each of the Members in accordance with their respective membership participation certificates; and be it

FURTHER RESOLVED that distribution of the aforesaid assets pursuant to the plan herein provided in this consent is subject to the following conditions:

1. That each Member properly endorse and surrender the certificate or certificates evidencing that Member's ownership of the participation certificates of the Company.
2. That such distribution shall be in complete satisfaction of the rights of each Member of this Company upon distribution and liquidation of assets.

FURTHER RESOLVED, the Managing Member of the Company is authorized, empowered and directed to execute and deliver in the name of and on behalf of the Company, all deeds, bills of sale, assignments, and other instruments of transfer as may be deemed necessary or proper, and that in general the Members of the Company are hereby empowered, authorized, and directed to do any and all acts and things necessary to carry out, perform, implement, and consummate said plan of distribution and to wind up all corporate affairs and dissolve this Company.

EXECUTED this 8 day of MAY, 2003

H030001923561

H030001923561

**ARTICLES OF DISSOLUTION
OF
MERCURY COMMUNICATIONS, LLC.**

The undersigned, Managing Member of MERCURY COMMUNICATIONS, LLC, a Florida Limited Liability Company, does hereby certify the following in connection with the dissolution of the Limited Liability Company:

1. The name of the Limited Liability Company is MERCURY COMMUNICATIONS, LLC.

2. The names and addresses of the Members of the Limited Liability Company are as follows:

<u>Name and Address</u>	<u>Office(s) Held</u>
Herman Goldenberg 21225 Escondido Way North Boca Raton, Florida 33433	Managing Member

3. The names and addresses of the Members of the Limited Liability Company are as follows:

<u>Name and Address</u>
Herman Goldenberg 21225 Escondido Way North Boca Raton, Florida 33433

4. That all debts, obligations and liabilities of the Limited Liability Company have been paid or discharged or adequate provision made for their payment and/or discharge.

5. That all the remaining assets of the Limited Liability Company have been distributed among its Members in accordance with their respective interests in the Limited Liability Company.

6. That there are no actions pending against the Limited Liability Company in any court.

7. That a copy of the Written Consent of Members pursuant to Chapter 608.441, Florida Statutes, is attached hereto.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

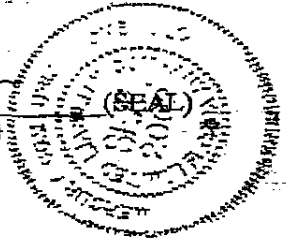
03 MAY 14 PM 1:57

RECEIVED
AND
FILED

H030001923561

DATED this B day of MAY, 2003.


HERMAN GOLDENBERG
Managing Member



COUNTRY OF _____)
COUNTY OF _____)ss:

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the Country and County named above to take acknowledgments, personally appeared HERMAN GOLDENBERG, to me known to be the Managing Member of Mercury Communications, LLC., a Florida Limited Liability Company, respectively, and he acknowledged and swore before me that they executed said Articles of Dissolution.

WITNESS my hand and official seal at _____, said State and County, this _____ day of _____, 2003.

NOTARY PUBLIC,

My commission expires:

CTG/G/Goldenberg/001

03 MAY 14 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

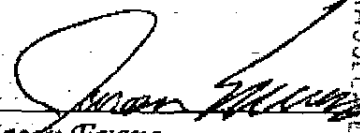
CERTIFICATE OF ACKNOWLEDGMENT OF EXECUTION OF AN
INSTRUMENT

Republic of Argentina)
City of Buenos Aires)
Embassy of the United) Ss.
States of America)

I, Jason Evans, Vice Consul of the United States of America at Buenos Aires, Argentina duly commissioned and qualified, do hereby certify that on this 8th day of May, 2003 before me personally appeared Herman Goldenberg to be the individual ~~(s)~~ described in, whose name ~~(s)~~ is/are subscribed to or who provided an Argentine passport, as evidence of identity and who executed the annexed instrument, who duly acknowledged to me that he/~~she/they~~ executed the same freely and voluntarily for the uses and purposes therein mentioned.

In witness whereof I have hereunto set my hand and official seal the day and year last above written.




Jason Evans
Vice Consul of the United
States of America.

03 MAY 14 PM 1:57
SECRETARY OF STATE
EMBASSY OF THE UNITED STATES
OF AMERICA
BUENOS AIRES, ARGENTINA

APPROVED
AND
FILED