

L28727



ACCOUNT NO. : 072100000032

REFERENCE : 649828 8766A

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 35.00

FILED
97 DEC 26 PM 3:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : December 26, 1997

ORDER TIME : 9:59 AM

ORDER NO. : 649828-005

CUSTOMER NO: 8766A

CUSTOMER: Michelle Lenoff, Esq.
Lenoff And Lenoff, P.a.
Suite 405
1761 West Hillsboro Boulevard
Deerfield Beach, FL 33442

300002383013--3

DOMESTIC FILINGS

NAME: INTELLIGENT NEURONS, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
97 DEC 26 AM 10:51
DIVISION OF CORPORATION

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS: _____

Voldis

VS DEC 31 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 29, 1997

RESUBMIT
Please give original
submission date as file date.

CSC
ATTN: CINDY HARRIS
TALLAHASSEE, FL

SUBJECT: INTELLIGENT NEURONS, INC.
Ref. Number: L28727

We have received your document for INTELLIGENT NEURONS, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Please include the exhibit(s) referred to in 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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 697A00060608

97 DEC 31 PM 3:29
DIVISION OF CORPORATIONS

ARTICLES OF DISSOLUTION
OF
INTELLIGENT NEURONS, INC

FILED
97 DEC 26 PM 3:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I. The name of the Corporation is Intelligent Neurons, Inc., which was duly incorporated on ~~4-28-93~~ 11/16/97 by the State of Florida.

II. The name, title and post office address of each of the officers of the Corporation are as follows:

President -	M. Esin Ulug 1537 E. Hillsboro Boulevard, Apt. 342 Deerfield Beach, FL 33441
Vice President -	M. Esin Ulug 1537 E. Hillsboro Boulevard, Apt. 342 Deerfield Beach, FL 33441
Secretary -	Doreen M. Ulug 1537 E. Hillsboro Boulevard, Apt. 342 Deerfield Beach, FL 33441
Treasurer -	M. Esin Ulug 1537 E. Hillsboro Boulevard, Apt. 342 Deerfield Beach, FL 33441

III. The name and post office address of each of the directors of the Corporation are as follows:

M. Esin Ulug
1537 E. Hillsboro Boulevard, Apt. 342
Deerfield Beach, FL 33441

IV. All debts, obligations and liabilities of this Corporation have been paid and discharged.

V. All the remaining property, cash and assets of the Corporation have been distributed among its shareholders according to their respective rights and interests.

VI. There are no actions pending against the Corporation.

VII. The Corporation has elected to dissolve the Corporation pursuant to a special meeting of its shareholders and directors. A true copy of the minutes of the special meeting of shareholders and directors, the resolution to adopt a plan of corporate liquidation, the waiver of notice, and ratification of the minutes are attached hereto and incorporated by reference as Composite Exhibit "A".

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Dissolution on 11/28/97, in
Deerfield Beach Broward County, Florida.

BY: [Signature]
M. Esin Ulug President

ATTEST:

[Signature]
Doreen M. Ulug Secretary

(SEAL)

STATE OF FLORIDA

COUNTY OF BROWARD

Sworn to and subscribed before me this 28 day of November,
1997.

[Signature]
Notary Public
State of Florida

Personally known ☒ or produced identification _____
Type of identification produced _____



MICHELE M. LENOFF
MY COMMISSION # CC396979 EXPIRES
October 15, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

I hereby certify that this is a true copy of the original.
By: *[Signature]*

MINUTES OF THE SPECIAL MEETING
OF THE DIRECTORS AND SHAREHOLDERS OF
INTELLIGENT NEURONS, INC.

A special meeting of the directors and shareholders of Intelligent Neurons, Inc., a Florida corporation, was held at the corporate offices at 1537 E. Hillsboro Boulevard, Apt. 342, Deerfield Beach, FL 33441 on 11/28/97 pursuant to a waiver of notice attached hereto.

M. Esin Ulug was present, being the only director of the Corporation.

The following shareholders were present, in person or by proxy:

<u>Stockholder</u>	<u>Shares</u>	<u>In Person</u>	<u>By Proxy</u>
M. Esin Ulug		X	
Doreen M. Ulug		X	

M. Esin Ulug acted as chairman and Doreen M. Ulug acted as secretary of the meeting. The chairman declared that all of the directors and shareholders were present, in person, and that all had executed a waiver of notice of the meeting. The chairman then announced the purpose of the meeting was to consider the dissolution of the Corporation and to adopt a plan of liquidation of the assets of the Corporation.

A discussion ensued, and the following resolutions were unanimously adopted by the board of directors and shareholders of

the Corporation:

WHEREAS, the shareholders and directors of the Corporation have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

WHEREAS, the shareholders and directors must adopt and hereby adopt a plan of liquidation and dissolution of the Corporation;

RESOLVED, that the following plan of liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provisions for the creditors and debtors of the Corporation, and apportion the remaining assets among the shareholders according to their respective interests:

1. The Corporation shall be liquidated pursuant to the Internal Revenue Code and the Florida Statutes.

2. The Corporation will distribute all of its property and assets during the calendar month of December, 1997.

3. All the liabilities and obligations of the Corporation will be paid or discharged, or adequate provisions will be made therefor.

4. The officers of the Corporation are authorized to sell or otherwise liquidate all the properties and assets of the

Corporation that they deem necessary or advantageous to facilitate the liquidation of the Corporation.

5. The officers of the Corporation are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including but not limited to:

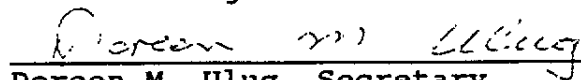
- (a) executing any and all instruments of conveyance;
- (b) paying all taxes and fees;
- (c) executing all documents required by law to be filed; and
- (d) doing all other things necessary or convenient to effect the dissolution of the Corporation.

6. After the provisions for, or the payment of, the known debts and liabilities of the Corporation, the officers are authorized and directed to distribute the remaining cash or other assets of the Corporation to the shareholders of record according to their respective rights and interests in exchange for all their stock in the Corporation.

There being no further business to come before the meeting, it was, upon motion duly made, seconded and unanimously carried, adjourned.


Dated: 11/28/97

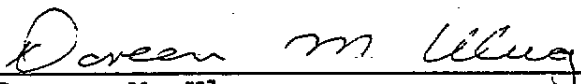

M. Esin Ulug Chairman


Doreen M. Ulug Secretary

RATIFICATION
OF THE MINUTES OF THE SPECIAL MEETING
OF THE SHAREHOLDERS AND DIRECTORS OF
INTELLIGENT NEURONS, INC.

We, the undersigned shareholders and directors of Intelligent Neurons, Inc., have read these minutes and hereby approve, ratify and confirm all business transacted as reported herein and in signification of our approval, ratification and confirmation, and of our consent to any and all acts done at the meeting, do hereby sign our names.


M. Esin Ulug


Doreen M. Ulug

WAIVER OF NOTICE OF THE SPECIAL MEETING
OF THE DIRECTORS AND SHAREHOLDERS OF
INTELLIGENT NEURONS, INC.


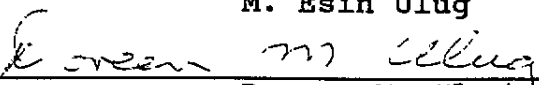
We, the undersigned directors and shareholders, hereby agree and consent that the special meeting of directors and shareholders of the Corporation be held on the date and at the time and place stated below for the purpose of considering the dissolution of the Corporation and adopting a plan of liquidation of the assets of the Corporation and we hereby waive all notice of the meeting and any adjournment thereof.

Date of Meeting: 11/28/97

Time of Meeting: 10.00 A.M.

Place of Meeting: Corporate office

Dated: 11/28/97


M. Esin Ulug

Doreen M. Ulug