

# L33245

ROGERS, BOWERS, DEMPSEY AND PALADINO  
ATTORNEYS

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WEST PALM BEACH, FLORIDA 33401

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ALLISON ROGERS HAFT

TELEPHONE (561) 655-8980  
TELECOPIER (561) 655-9480

December 19, 2001

**CERTIFIED, RETURN RECEIPT REQUESTED**

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 DEC 26 AM 8:20

In Re: Stewart Cellular Communications, Inc.

To Whom It May Concern:

300004738509--2  
-12/26/01--01028--013  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Enclosed you will find an original and a duplicate copy of the Articles of Dissolution for Stewart Cellular Communications, Inc. Please file the original Articles of Dissolution with your office. The copy of the Articles of Dissolution should then be certified and returned to my office at 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401. You will also find enclosed a check in the amount of \$43.75 in payment of the filing fee and certified copy fee for the Articles of Dissolution.

Thank you for your assistance in this matter. If you should have any questions, please contact the undersigned.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO



Richard Paladino

RP:jiw  
Enclosures - a/s  
cc: Earl D. Stewart, Jr.  
Howard M. Buss, CPA

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**ARTICLES OF DISSOLUTION OF  
STEWART CELLULAR COMMUNICATIONS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 DEC 26 AM 8:20

1. The name of the corporation is STEWART CELLULAR COMMUNICATIONS, INC. (hereinafter referred to as the "Corporation").

2. The names and addresses of the Corporation's officers are:

Earl D. Stewart, Jr.  
1215 N. Federal Highway  
Lake Park, FL 33403

President, Vice-President,  
Secretary and Treasurer

3. The names and addresses of the Corporation's directors are:

Earl D. Stewart, Jr.  
1215 N. Federal Highway  
Lake Park, FL 33403

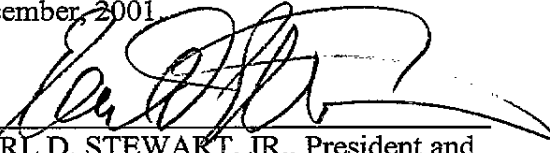
4. All debts, obligations and liabilities of the Corporation have been satisfied.

5. All of the remaining property and assets of the Corporation have been or will be distributed to the Corporation's shareholders no later than December 31, 2001.

6. There are no actions currently pending against the Corporation in any court.

7. A copy of the Plan of Liquidation for the Corporation, which was approved by all of the shareholders and directors of the Corporation on December 18, 2001, is attached to these Articles of Dissolution.

IN WITNESS WHEREOF, the President and Secretary of the Corporation has executed these Articles of Dissolution this 18<sup>th</sup> day of December, 2001.

  
EARL D. STEWART, JR., President and  
Secretary

STATE OF FLORIDA       )  
                                  )  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of December, 2001 by EARL D. STEWART, JR. who is the President and Secretary of STEWART CELLULAR COMMUNICATIONS, INC., a Florida corporation, and who is either personally known to me or who has produced his drivers license as identification.

  
Notary Public, State of Florida

My Commission Expires:

PK.



**PLAN OF LIQUIDATION FOR  
STEWART CELLULAR COMMUNICATIONS, INC.**

The undersigned, consisting of all the members of the Board of Directors and all of the shareholders of STEWART CELLULAR COMMUNICATIONS, INC., a Florida corporation (hereinafter referred to as the "Corporation"), do hereby approve and adopt the resolutions hereinafter set forth, and authorize each and all of the acts and transactions described in said resolutions:

WHEREAS, in the judgment of the Board of Directors and sole shareholder of the Corporation, it is deemed advisable and in the best interest of the shareholders of the Corporation that the Corporation be liquidated and dissolved pursuant to the provisions in Section 336 of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code");

IT IS HEREBY:

RESOLVED, that the complete liquidation and dissolution of the Corporation be effected under this Plan of Liquidation (hereinafter referred to as the "Plan");

RESOLVED, that the President of the Corporation is hereby authorized to distribute to the shareholders of the Corporation all of the cash and other assets of the Corporation in complete liquidation of the Corporation;

RESOLVED, that the President of the Corporation is authorized and directed to:

- (a) Cease doing business as a going concern;
- (b) Cause notice of this dissolution to be mailed to each of the known creditors of, and any claimant against the Corporation;
- (c) Proceed to collect the assets of the Corporation and convey and dispose of such of its property as are not to be distributed in kind to the shareholder; and
- (d) Proceed to pay, satisfy or discharge the Corporation's liabilities and obligations, or to make adequate provisions for the payment and discharge thereof, and to do all other acts required to liquidate the Corporation's business and affairs pursuant to the provisions of Chapter 607 of the Florida Statutes;

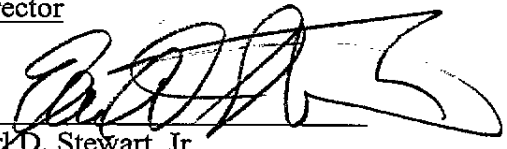
RESOLVED, that the President and Secretary of the Corporation is authorized, empowered and directed to file all documents which he deems

necessary or advisable to effectuate the complete liquidation of the Corporation, including Articles of Dissolution pursuant to Section 607.1403 of the Florida Statutes and information returns on Treasury Department Forms 966, 1096 and 1099L, together with a final income tax return for the Corporation;

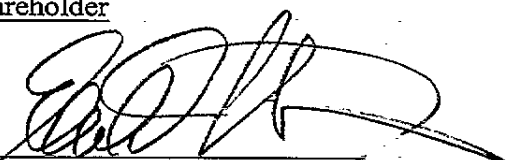
RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation of the Corporation and the distribution of its assets be commenced as soon as practicable, and that such assets be distributed and the dissolution be completed as soon practicable.

IN WITNESS WHEREOF, the undersigned directors and shareholders of the Corporation have executed this written consent to action approving the above Plan of Liquidation for STEWART CELLULAR COMMUNICATIONS, INC. this 18<sup>th</sup> day of December, 2001.

Director

  
\_\_\_\_\_  
Earl D. Stewart, Jr.

Shareholder

  
\_\_\_\_\_  
Earl D. Stewart, Jr.