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L79721

December 19, 1996

100002046911--9  
-01/06/97--01045--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

State of Florida  
Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Black Orchid Software, Inc.  
Document Number L79721  
Ilene Weinstein, Director

Dear Sir/Madam:

Enclosed are the Articles of Dissolution of the above referenced corporation pursuant to Section 607.1403 of the Florida Business Corporation Act. Kindly record the dissolution of this corporation prior to the close of business, December 31, 1996.

Kindly forward confirmation of the dissolution of this corporation to my office. The filing fee of \$35.00 is enclosed. Thank you for your assistance in this matter.

Sincerely,



Jon H. Barber

JHB/mcv  
Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 20 AM 9:45  
RECEIVED  
96 DEC 20 AM 8:47  
DIVISION OF CORPORATIONS

TLL DEC 31 1996

ARTICLES OF DISSOLUTION PURSUANT TO SECTION 607.1403  
OF THE FLORIDA BUSINESS CORPORATION ACT OF  
BLACK ORCHID SOFTWARE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 20 AM 9:45

To: Department of State  
Tallahassee, Florida 32314

Date Paid:  
Filing Fee: \$35.00

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is BLACK ORCHID SOFTWARE, INC.
2. The name and address of the officer of the corporation is as follows:

ILENE WEINSTEIN  
President, Secretary and Treasurer  
137 11th Street East  
Tierra Verde, Florida 33715-2208

3. The name and address of the director of the corporation is as follows:

ILENE WEINSTEIN  
Director  
137 11th Street East  
Tierra Verde, Florida 33715-2208

4. Dissolution was authorized on December 16, 1996.
5. The number of votes cast for dissolution was sufficient for approval.
6. All liabilities and obligations of the corporation have been paid or discharged.
7. All the property and assets of the corporation remaining after the payment of all debts, obligations, and liabilities of the corporation, have been distributed among its shareholders in accordance with their respective rights and interests.
8. There are no actions pending against the corporation.
9. The Corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has

been signed by all shareholders of the corporation or  
signed in their names by their duly authorized attorneys.  
A copy of the written consent is attached to these  
articles.

Dated

12/19/96

BLACK ORCHARD SOFTWARE, INC.

By: Elyne Weinstein

ELENE WEINSTEIN

Director  
President  
Secretary  
Treasurer

UNANIMOUS WRITTEN CONSENT TO SHAREHOLDERS  
TO VOLUNTARY DISSOLUTION OF BLACK ORCHARD SOFTWARE, INC.

I, the undersigned, being the sole shareholder of BLACK ORCHARD SOFTWARE, INC., a Florida corporation, consent to the voluntary dissolution of the corporation and authorize and direct the appropriate officers of the corporation to take all steps necessary or appropriate to carry out the intent of this resolution.

In assent to the above, the undersigned stockholder has signed her name and dated the signing opposite the number of shares of the corporation held by her of record on such date.

Signature	Date	Number of Shares
<u>Gene Weinstein</u>	<u>12/19/96</u>	4,000