

L97000000337

HARVEY D. ROGERS, P.A.

*Attorney At Law
Courthouse Plaza, Suite 500
28 West Flagler Street
Miami, Florida 33130-1891*

*Harvey D. Rogers, Esq.
Nory Diaz, Esq.*

*Telephone: (305) 579-2100
Facsimile: (305) 579-9711
E-Mail: ROGERSLAW1@AOL.COM*

Secretary of the State of Florida
P.O. Box 6327
Tallahassee, Florida 32314

500004948385--7
-02/18/02--01057--006
*****25.00 *****25.00

February 13, 2002

Re: Admiral Investments, Limited Company

Gentleman/Ladies:

L97-337

Enclosed you will find the original Articles of Dissolution of Admiral Investments, Limited Company, along with my check in the amount of \$25.00 Dollars representing payment for the Dissolution.

Should there be any questions, please feel free to contact the undersigned.

Sincerely,

H. D. R.

Harvey D. Rogers, Esq.

LHR
2/22

HDR/mb
cc. Victoria Esses
Enclosure

**SIGNED IN ABSENCE OF
HARVEY D. ROGERS, ESQ.
TO EXPEDITE DELIVERY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 18 PM 2:56

**ARTICLES OF DISSOLUTION
OF
ADMIRAL INVESTMENTS, LIMITED COMPANY**

In compliance with Sections 608.441, 608.445, 608.446, Florida Statutes, the aforementioned, **ADMIRAL INVESTMENTS, LIMITED COMPANY**, is filing this its Articles of Dissolution and state:

1. The name of the Limited Liability Company is: Admiral Investments, Limited Company, hereinafter referred to as the "Company".
2. The effective authorized date of the Company's dissolution is: March 1, 2002.
3. The Dissolution was approved in writing by all of the members of the Company pursuant to Section 608.441(1)(c), Florida Statutes.
4. All debts, obligations and liabilities of the Company have been paid or discharged, or adequate provisions have been made for all debts and obligations pursuant with Section 608.4421, Florida Statutes.
5. The net assets of the Company remaining after winding up have been distributed to the members in proportion with their respective rights and interests.
6. There are no pending suits against the Company and adequate provisions have been made for the satisfaction of any claim, judgment, order, or decree which may be entered.
7. Pursuant to the Minutes of the Joint Special Meeting of Members and Officers of the Company, on the 13 day of Feb, 2002, the Company's Plan for Dissolution was authorized.

IN WITNESS WHEREOF, the undersigned consisting of all of the Members of the above Company have executed these Articles of Dissolution on the 13 day of Feb, 2002.

Admiral Investments, Limited Company

By: [Signature]
Victoria Y. Esses, President/Member

By: [Signature]
Harvey D. Rogers, Esq., Secretary/Member
[CORPORATE SEAL]

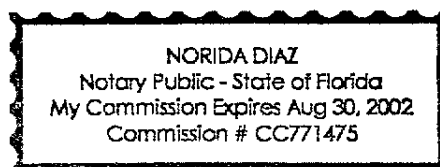
STATE OF FLORIDA }
 } S.S.
COUNTY OF MIAMI-DADE }

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 18 PM 2:56

The foregoing Articles of Dissolution of Admiral Investments, Limited Company, a Florida Limited Liability Company, were executed and acknowledged before me this 13 day of FEB, 2002, by Victoria Y. Esses and Harvey D. Rogers, personally known to me, as President and Secretary of Admiral Investments, Limited Company, on behalf of said Company, after taking an oath.

[Signature]
Notary Public - State of Florida

My Commission Expires On



**MINUTES OF THE JOINT SPECIAL MEETING
OF MEMBERS AND OFFICERS
OF
ADMIRAL INVESTMENTS, LIMITED COMPANY**

At Meeting to Liquidate and Dissolve

The Board of Directors and Stockholders of **Admiral Investments, Limited Company**, a Florida Limited Liability Company, hereinafter referred to as the "Company", met at the offices of the Corporation on the 13th. day of February, 2002, at: Courthouse Plaza, Suite 500 28 West Flagler Street Miami, Florida 33130-1891, pursuant to a call of the meeting by the President.

Present were all of the Members of the Company.

The President of the Company, **Victoria Y. Esses**, presided as Chairman of the meeting and its **Harvey D. Rogers** the Secretary, acted as such.

The Chairman called the meeting to order and the Secretary thereupon presented and read the Waiver of Notice to the meeting signed by all the Members and Officers of the Company, which was ordered to be made part of the minutes of this meeting.

The Chairman announced that the purpose of the meeting was to discuss and act upon recommendation of the Members to adopt a plan of liquidation and dissolution of the Company and to sell the principal assets of the Company.

After discussion and review, the following resolutions were unanimously adopted by the Members and the holders of 100% interest of the assets of the Company.

Be It Resolved As Follows:

1. That in the Judgment of the Members and Officers of the Company it is deemed advisable and for the benefit of the Members and Company that it be liquidated and dissolved.
2. That a plan of liquidation be and it hereby is formulated to affect such liquidation and dissolution as hereinafter provided.
3. That the liquidation and dissolution be in accordance with Section 333 of the Internal Revenue Code of 1986, as amended, and in accordance with the provisions of Section 608.441, 608.445 and 608.446 of the Florida Statutes, and that the Members and Officers of the Company are hereby authorized to file a copy of these resolutions and such certificates as may be necessary to dissolve this Company with the Secretary of State of the State of Florida.
4. That the Members and Officers of the Company are authorized to sell and otherwise liquidate any and all of the properties and assets of the corporation which in their Judgment should be sold or liquidated to facilitate the liquidation of the Company

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OFFICE 18 PM 56

5. That the Members and Officers of the Company, are hereby authorized to execute any and all deeds of conveyance, and any other documents that may be necessary to effectively transfer and convey such properties and assets, upon such terms and conditions as may be approved by the Members.

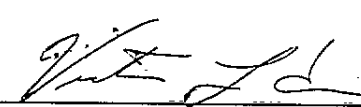
6. That after affecting such sales and providing for the property debts of the Company, that any remaining assets of the corporation be distributed to the Members of the Company as soon as possible, but in no event later than the termination of a Twelve (12) month period, commencing on the date of these resolutions.

7. That the Members and Officers of the Company are hereby authorized and directed to pay all such fees and taxes, and to do or cause to be done such acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Company, and to fully effect the purposes of the foregoing resolutions.

8. That the accountants for the Company shall file all necessary tax returns and forms with the District Director of Internal Revenue in Atlanta, Georgia, together with a certified copy of these resolutions.

9. That the accountants for the Company shall assist those Members who desire to have their gain taxed as provided in Section 333 of the Internal Revenue Code of 1986, as amended, for federal income tax purposes, in preparing form 964 and filing same with the Internal Revenue Service within a period of 30 days from the date of this meeting.

There being no further business before the meeting, the meeting was duly adjourned.


Victoria Y. Esses, Chairman/Member


Harvey D. Rogers, Secretary/Member

[CORPORATE SEAL]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 1988 PM 2:58