

M 03221

**Roland International Corporation**

**FILED**

01 APR 16 PM 2:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 12, 2001

Division of Corporations  
P. O. 6327  
Tallahassee, Florida 32314-6327

RE: Articles of Dissolution  
Roland Alhambra, Inc.

Dear Sirs:

Enclosed you will find the Articles of Dissolution in duplicate for the above referenced corporation, along with our check in the amount of \$52.50. Please return a stamped original to me for our files. I have enclosed an envelope for your convenience.

Thank you in advance.

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-04/17/01--01018--007

\*\*\*\*\*52.50 \*\*\*\*\*52.50

Sincerely,

ROLAND ALHAMBRA, INC.

Monica L. Abreu  
Vice President

Diss  
4-24-01  
MLA

MLA:ss

Enclosures

ARTICLES OF DISSOLUTION OF  
ROLAND ALHAMBRA, INC.  
PURSUANT TO SECTION 607.267 OF THE  
FLORIDA GENERAL CORPORATION ACT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is **ROLAND ALHAMBRA, INC.**
2. The names and respective addresses of its officers are as follows:

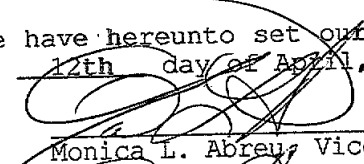
Gerald Robins	President	4800 N. Federal Hwy. Boca Raton, FL 33431
Monica L. Abreu	Vice Pres.	4800 N. Federal Hwy. Boca Raton, FL 33431
Martin J. Abel	Secretary	4800 N. Federal Hwy. Boca Raton, FL 33431
Melvin B. Seiden	Treasurer & Asst. Sec.	4800 N. Federal Hwy. Boca Raton, FL 33431

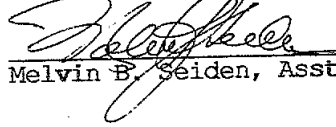
3. The names and respective addresses of its Directors are as follows:

Martin J. Abel	4800 N. Federal Hwy., Boca Raton, FL
Gerald Robins	4800 N. Federal Hwy., Boca Raton, FL
Lee Neibart	4800 N. Federal Hwy., Boca Raton, FL

4. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefore.
5. All the remaining property and assets of the corporation have been distributed to its sole shareholder.
6. There are no actions pending against the corporation in any court.
7. The dissolution was authorized on March 30, 2001.
8. A copy of the written consent to dissolve is attached. Such written consent has been signed by the sole shareholder of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the corporation this 12th day of April, 2001.

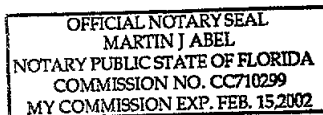
  
Monica L. Abreu, Vice President

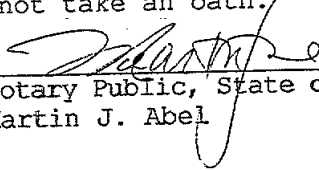
  
Melvin B. Seiden, Asst. Secretary

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 12th day of April, 2001 by MONICA L. ABREU, Vice President and MELVIN B. SEIDEN, Assistant Secretary of ROLAND ALHAMBRA, INC., a Florida corporation, on behalf of the corporation. They are both personally known to me and they did not take an oath.

(SEAL)



  
Notary Public, State of Florida  
Martin J. Abel

SHAREHOLDERS CONSENT FOR DISSOLUTION

OF

ROLAND ALHAMBRA, INC.

WHEREAS, Roland International Corporation, a Delaware corporation, is the owner and holder of all of the issued and outstanding capital stock of **ROLAND ALHAMBRA, INC.**, a Florida corporation; and

WHEREAS, the undersigned have examined and evaluated the purpose for which **ROLAND ALHAMBRA, INC.** had originally been formed, and have found that such purpose has been met, and that there is no further business purpose for **ROLAND ALHAMBRA, INC.** to retain its corporate existence; and

WHEREAS, the undersigned have determined that it would be advisable and in the best interest of **ROLAND ALHAMBRA, INC.** and **ROLAND INTERNATIONAL CORPORATION**, as the sole shareholder of **ROLAND ALHAMBRA, INC.** that **ROLAND ALHAMBRA, INC.** be dissolved:

NOW, THEREFORE, it is

RESOLVED THAT;

1. **ROLAND INTERNATIONAL CORPORATION**, as sole shareholder of **ROLAND ALHAMBRA, INC.**, hereby consents, as of the date set forth below, to the dissolution of **ROLAND ALHAMBRA, INC.**

2. All of the assets of **ROLAND ALHAMBRA, INC.** will be transferred by appropriate instrument to **ROLAND INTERNATIONAL CORPORATION**, as the sole shareholder of **ROLAND ALHAMBRA, INC.**

3. **ROLAND ALHAMBRA, INC.** will effect a voluntary dissolution under Section 607.267 of the Florida General Corporation act.

4. Upon receipt of distribution of the assets of **ROLAND ALHAMBRA, INC.**, **ROLAND INTERNATIONAL CORPORATION** will cancel the certificate evidencing all of the issued and outstanding shares of common stock of **ROLAND ALHAMBRA, INC.**

5. The officers of **ROLAND ALHAMBRA, INC.** are hereby authorized, empowered and directed to execute and deliver in the name of and on behalf of **ROLAND ALHAMBRA, INC.** deeds, assignments, bills of sale, and other instruments of transfer as may be deemed necessary or proper to carry out, perform, implement and consummate the liquidation and distribution of assets and the winding up of the corporate affairs and dissolution of **ROLAND ALHAMBRA, INC.**

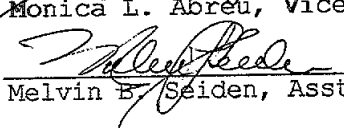
6. The officers and directors, further, are hereby authorized, empowered and directed to do any and all acts and things necessary to carry out, perform, implement and consummate the liquidation and distribution of assets and the winding up of corporate affairs and dissolution of **ROLAND ALHAMBRA, INC.**, including, but not limited to, the execution of all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state or local governmental agency in connection with or by reason of the liquidation and dissolution of **ROLAND ALHAMBRA, INC.**

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 12th day of April, 2001.

ROLAND INTERNATIONAL CORPORATION

By: 

Monica L. Abreu, Vice Pres.

  
Melvin E. Seiden, Asst. Sec.