

M69892

WINTHROP, STIMSON, PUTNAM & ROBERTS

ONE BATTERY PARK PLAZA  
NEW YORK, NY 10004-1490  
TELEPHONE: 212-858-1000  
TELEFAX: 212-858-1500

125 WORTH AVENUE

PALM BEACH, FL 33480

TELEPHONE: 561-655-7297  
TELEFAX: 561-833-6726

2 THROGMORTON AVENUE  
LONDON EC2N 2DL ENGLAND  
TELEPHONE: 011-44171-628-4931  
TELEFAX: 011-44171-638-0443

1133 CONNECTICUT AVENUE, N.W.  
WASHINGTON, DC 20036  
TELEPHONE: 202-775-9800  
TELEFAX: 202-833-9491

RUE DU TACITURNE 42  
B-1000 BRUSSELS, BELGIUM  
TELEPHONE: 011-322-230-1392  
TELEFAX: 011-322-230-9288

695 EAST MAIN STREET  
STAMFORD, CT 06904-6760  
TELEPHONE: 203-348-2300  
TELEFAX: 203-965-8226

6-7, ATAGO I-CHOME  
MINATO-KU, TOKYO 105, JAPAN  
TELEPHONE: 011-813-3437-9740  
TELEFAX: 011-813-3437-9261

2505 ASIA PACIFIC FINANCE TOWER  
CITIBANK PLAZA  
3 GARDEN ROAD, CENTRAL, HONG KONG  
TELEPHONE: 011-852-2530-3400  
TELEFAX: 011-852-2530-3355

January 28, 1999

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

000002760820--7  
-02/01/99-01132-008  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Re: Estate of William J. Stevens  
The Dorval Company, Inc.

Dear Sir/Madam:

I enclose for filing with regard to The Dorval Company, Inc., Articles of Dissolution. Also enclosed is our firm's check in the amount of \$52.50 representing your filing fee, the fee for one certified copy of the Dissolution and a Certificate of Status. Please forward the certified copy and the Certificate of Status to my attention.

If you have any questions regarding the enclosed or require further information, please do not hesitate to contact me. Thank you for your assistance in this matter.

Very truly yours,

Winthrop, Stimson, Putnam & Roberts

*Melanie B. Anderson*  
Melanie B. Anderson  
Certified Legal Assistant

Enclosure

cc: William D. McEachern

FILED  
FEB - 1 PM 1:47  
TALLAHASSEE, FLORIDA

Diss.  
2-5-99  
CC

## ARTICLES OF DISSOLUTION

*Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:*

**FIRST:** The name of the corporation is **The Dorval Company, Inc..**

**SECOND:** The date dissolution was authorized: **December 2, 1998.**

**THIRD:** Adoption of dissolution: Dissolution was approved by the Shareholders by means of a Consent in Lieu of Meeting of Shareholders of The Dorval Company on December 2, 1998, a copy of which is attached hereto and made a part hereof by reference as Exhibit A; dissolution was further approved by the Board of Directors by means of a consent in Lieu of Meeting of the Board of Directors of the Dorval Company, Inc. on December 2, 1998, a copy of which is attached hereto and made a part hereof by reference as Exhibit B.

**FOURTH:** A Redemption Agreement was entered into on December 2, 1998 by and among The Dorval Company, Inc. and William D. McEachern, as Personal Representative of the Estate of William J. Stevens.

Signed this 28<sup>th</sup> day of January, 1999.

By: William D. McEachern  
William D. McEachern, President  
The Dorval Company, Inc.

FILED  
99 FEB - 1 PM 1:47  
TALLAHASSEE, FLORIDA

CONSENT IN LIEU OF MEETING  
OF SHAREHOLDERS OF  
THE DORVAL COMPANY, INC.

Pursuant to the General Corporation Law of the State of Florida, the undersigned, being the sole shareholder of THE DORVAL COMPANY, INC., a Florida corporation (the "Corporation"), by this writing, do hereby consent to, take and adopt the following resolutions and actions:

RESOLVED, that William J. Stevens was the sole shareholder in The Dorval Company, Inc.;

FURTHER RESOLVED, that William J. Stevens died on August 3, 1998 owning 1,000 shares of THE DORVAL COMPANY, INC.;

FURTHER RESOLVED, that William D. McEachern was appointed Personal Representative of the Estate of William J. Stevens on August 26, 1998;

FURTHER RESOLVED, that the acts of the initial director taken in furtherance of the Corporation's interests be, and hereby are, ratified and approved;

FURTHER RESOLVED, that William D. McEachern is, and hereby is, elected to serve as the sole director of the Corporation, to serve until his successor has been duly elected and qualified, or until his earlier resignation, removal or death:

FURTHER RESOLVED, that, as a result of the death of William J. Stevens, the sole shareholder, William D. McEachern is hereby authorized and empowered to execute a complete redemption of all of the stock of the corporation from the Estate of William J. Stevens, deceased, in accordance with the provisions of §302(b)(3) of the Internal Revenue Code, and such redemption is hereby ratified and approved;

Executed and acknowledged by the undersigned, being the director and the sole shareholder of the Corporation, as of the 2<sup>nd</sup> day of December, 1998.



William D. McEachern, Personal Representative of  
the Estate of William J. Stevens, Shareholder

EXHIBIT A

**CONSENT IN LIEU OF MEETING  
OF THE BOARD OF DIRECTORS OF  
THE DORVAL COMPANY, INC.**

Pursuant to the General Corporation Law of the State of Florida, the undersigned, being the only director and the only shareholder of THE DORVAL COMPANY, INC., a Florida corporation (the "Corporation"), by this writing, does hereby consent to, take and adopt the following resolutions and actions:

**RESOLVED**, that William J. Stevens was the sole director and sole shareholder of the Corporation;

**FURTHER RESOLVED**, that William J. Stevens died on August 3, 1998;

**FURTHER RESOLVED**, that William D. McEachern was appointed Personal Representative of the Estate of William J. Stevens on August 26, 1998;

**FURTHER RESOLVED**, that the following persons be, and hereby are, appointed to the following offices of the Corporation, to serve until their successors have been duly elected and qualified or until their earlier resignation, removal or death:

William D. McEachern	-	President and Treasurer
Melanie B. Anderson		Secretary

**FURTHER RESOLVED**, that the officers of the Corporation be and hereby are authorized to redeem all of the stock of the Corporation in favor of the Estate of William J. Stevens under the provisions of §302(b)(3) of the Internal Revenue Code of 1986:

**FURTHER RESOLVED**, that the officers of the Corporation be, and hereby are, authorized to take any and all actions necessary to execute the redemption of all of the stock of the Corporation;

**FURTHER RESOLVED**, that the President of the Corporation be, and hereby is, authorized and empowered to liquidate such bank accounts for and on behalf of the Corporation as may be necessary, appropriate or convenient, in his sole discretion, for further deposit to the checking account established at U.S. Trust for the Estate of William J. Stevens, Account Number 7407440, in complete redemption of said Stock.

**FURTHER RESOLVED**, that all actions taken by officers, directors and representatives of the Corporation prior to these minutes in furtherance of the business of the Corporation be, and hereby are, ratified and approved;

**FURTHER RESOLVED**, that the Secretary of the Corporation shall be, and hereby is, authorized and empowered to execute and deliver appropriate forms of resolutions to carry into effect the foregoing general authorization.

Executed and acknowledged by the undersigned, being the sole director and sole shareholder of the Corporation, as of the 2<sup>nd</sup> day of December, 1998.



William D. McEachern, Personal Representative  
of the Estate of William J. Stevens,  
Director and Shareholder

## REDEMPTION AGREEMENT

This Redemption Agreement (this "**Agreement**") is entered into as of this 2<sup>nd</sup> day of December, 1998 by and among The Dorval Company, Inc., a Florida corporation (the "**Company**"), and William D. McEachern, Personal Representative of the Estate of William J. Stevens.

WHEREAS, William J. Stevens was the sole director and sole shareholder of the Company;

WHEREAS, William J. Stevens died on August 3, 1998;

WHEREAS, William D. McEachern was appointed Personal Representative of the Estate of William J. Stevens on August 26, 1998;

WHEREAS, William D. McEachern, as Personal Representative of the Estate of William J. Stevens, is the holder of 1,000 shares of Common Stock of the Company (the "**Dorval Shares**") which constitute all of the outstanding stock of the Dorval Company, Inc.; William D. McEachern being sometimes referred to as the "**Shareholder**";

WHEREAS, a Consent in Lieu of Meeting of Shareholders of The Dorval Company, Inc. was effectuated on December 2nd, 1998, a copy of which is attached as Exhibit 1 and made a part hereof by reference, which Consent elected William D. McEachern to serve as the sole Director of The Dorval Company, Inc.;

WHEREAS, a Consent in Lieu of Meeting of the Board of Directors of The Dorval Company, Inc. was effectuated on December 2nd, 1998, a copy of which is attached as Exhibit 2 and made a part hereof by reference, which Consent elected William D. McEachern as President and Treasurer and Melanie B. Anderson as Secretary of The Dorval Company, Inc.;

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained in this Agreement, the parties hereto agree as follows:

**Section 1. Redemption of Shares.** At the Closing (as defined herein), the Company shall redeem all of the Dorval Shares in favor of the Estate William J. Stevens in accordance with the provisions of §302(b)(3) of the Internal Revenue Code of 1986. Upon surrender to the Company, each stock certificate representing Dorval Shares shall forthwith be cancelled and the assets of the Company shall be tendered to the Shareholder.

**Section 2. Closing.** The closing of the transaction described in this Agreement (the "**Closing**") shall occur at Winthrop, Stimson, Putnam & Roberts, 125 Worth Avenue, Suite 310, Palm Beach, FL 33480 on December 3rd, 1998, at 10:00AM or at such other time and place as shall be agreed to by the parties to this Agreement.

**Section 3. Representations and Warranties of the Company.** The Company represents and warrants as follows:

(a) The Company is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Florida, with all necessary corporate power and authority to enter into this Agreement and perform its obligations hereunder.

(b) This Agreement has been duly authorized, executed and delivered by the Company and, assuming due authorization, execution and delivery by the other party hereto, constitutes a legally valid and binding agreement of the Company, enforceable against the Company in accordance with its terms except insofar as enforceability may be limited by applicable bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or similar laws affecting creditors' rights generally, or by principles governing the availability of equitable remedies.

**Section 4. Representations and Warranties of the Shareholder.** The Shareholder represents and warrants as follows:

(a) The Company owns of record and beneficially, free and clear of all liens, the Dorval Shares.

**IN WITNESS WHEREOF**, the parties have caused this agreement to be executed as of the date and year first above written.

**ESTATE OF WILLIAM J. STEVENS**

By: William D. McEachern  
Name: William D. McEachern, Personal Representative

**THE DORVAL COMPANY.**

By: William D. McEachern  
Name: William D. McEachern  
Title: President