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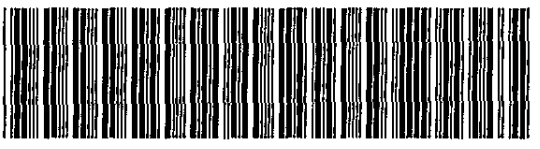
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05/12/05--01031--013 **43.75

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LAW OFFICES
SULZBERGER & SULZBERGER

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MIAMI BEACH, FLORIDA 33154

MAY 10 2005

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

**Re: Dissolution of Florida Not for Profit Corporation
Bauer Bisgeier Foundation, Inc.**

Gentlemen/Ladies:

Enclosed herewith you will please find Articles of Dissolution in regards to Bauer Bisgeier Foundation, Inc.

There are no stockholders of said corporation and all of the Directors have filed a Consent to the filing of said Dissolution.

All assets have been distributed in accordance with the plan of distribution attached to the petition to charities that qualify in Internal Revenue Code Sections 170(c) and 2055(a).

Enclosed herewith is a check in the amount of \$43.75 covering the \$35.00 for the dissolution proceeding and \$8.75 for a certified copy of the order of dissolution.

Should any questions arise, please do not hesitate to contact this office at our toll free number 1-877-359-0122.

Very truly yours,

SULZBERGER & SULZBERGER

By: 

**ARTICLES OF DISSOLUTION
OF
BAUER BISGEIER FOUNDATION, INC.
a Florida Not for Profit Corporation**

FILED
05 MAY 12 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the above-named corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation.

1. The name of the corporation is BAUER BISGEIER FOUNDATION, INC., a Florida Not for Profit Corporation.

2. The name and respective addresses of its Directors are:

| <u>NAME</u> | <u>OFFICE</u> | <u>ADDRESS</u> |
|-----------------|--------------------|--|
| Millicent Bauer | Director/President | 4113 NW 53 Street Boca Raton, Florida 33496 |
| Jeff Bauer | Director/Secretary | 4 Thomas Road Danvers, MA 01923 |
| Benjamin Bauer | Director | 4113 NW 53 Street Boca Raton, Florida 33496 |

3. There are no stockholders of this corporation.

4. All debts, obligations and liabilities of the corporation, including the cost of dissolving, have been paid or discharged or adequate provision has been made therefor.

5. All assets of the corporation have been distributed according to the plan of distribution attached hereto to the charities as set forth therein in the percentages or amounts as indicated next to their respective names. All of which charities qualify under Sections 170(c) and 2055(a) of the Internal Revenue Code of the Treasury Department of the United States of America.

6. There are no actions pending against this corporation in any court.

7. A copy of the unanimous Consent of Directors to dissolve, dated this 14 day of June, 2004 having been signed by all of the Directors of the corporation, has been included in the minutes of the corporation.

DATED this 22 day of June, 2004.

BAUER BISGEIER FOUNDATION, INC.
a Florida Not for Profit Corporation

Corporate Seal

By: Millicent Bauer
MILLICENT BAUER
President

By: Jeff Bauer
JEFF BAUER
Secretary

STATE OF FLORIDA
COUNTY OF Palm Beach

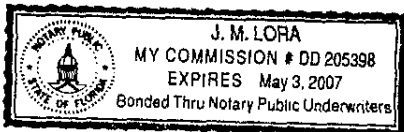
Be it known that on the 22 day of June, 2004 before me, a Notary Public in and for the State of Florida duly commissioned and sworn personally came and appeared MILLICENT BAUER to me () personally known (X) who presented as identification FDLB600540265240, who did take an oath, and known to me to be the same person described in and who executed the foregoing Articles of Dissolution and she acknowledged the within to be her act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year last above written.

My Commission No. _____
Expires: 5/3/07

Joan Lora
NOTARY PUBLIC

Print Name: JOAN LORA

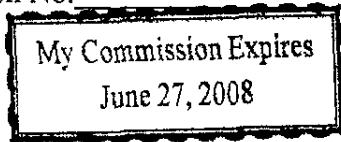


STATE OF MASSACHUSETTS
COUNTY OF Essex

Be it known that on the 10th day of September, 2004 before me, a Notary Public in and for the State of Massachusetts duly commissioned and sworn personally came and appeared JEFF BAUER to me () personally known () who presented as identification _____, who did take an oath, and known to me to be the same person described in and who executed the foregoing Articles of Dissolution and she acknowledged the within to be her act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year last above written.

My Commission No.
Expires:



Jean P. Scarpa
NOTARY PUBLIC

Print Name: JEAN P. SCARPA

RESOLUTION

THIS RESOLUTION made this 22 day of June, 2004.

BE IT RESOLVED that BAUER BISGEIER FOUNDATION, INC., a Florida Not for Profit Corporation is undertaking a dissolution of said corporation and hereby passed the resolution directing the assets of the BAUER BISGEIER FOUNDATION, INC. be distributed as follows:

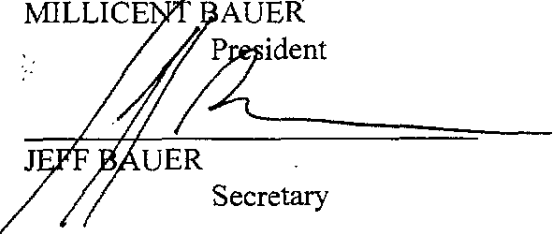
1. ARMDI - \$100,000.00 for a fully equipped ambulance in memory of David and Susan Bisgeier given by this Foundation.
2. MIAMI CHILDREN'S HOSPITAL FOUNDATION - \$200,000.00.
3. JEWISH FEDERATION OF PALM BEACH - \$200,000.00, for the elderly and the children in Israel.
4. ALZHEIMERS FOUNDATION - \$200,000.00, in memory of my mother, Susan Bisgeier.
5. CITY OF HOPE - \$100,000.00 - Ft. Lauderdale, Florida.
6. UNIVERSITY OF MIAMI SCHOOL OF NURSING - \$100,000.00.
7. UNIVERSITY OF MIAMI SYLVESTER CLINIC FOR CANCER RESEARCH - \$50,000.00. Chapter credit to be given to 3 Islands Cancer Research Center in Hallandale as given in the name of the Foundation.
8. MIAMI CITY BALLET - \$50,000.00.

The company is holding reserves for costs and expenses of approximately \$33,000. Any balance left after costs and expenses will be distributed to a qualified charitable institution in the President's discretion.

This Resolution was unanimously adopted the date and year aforesaid.


MILLICENT BAUER

President


JEFF BAUER

Secretary

Corporate Seal

**UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS OF
THE BAUER BISGEIER FOUNDATION, INC.,
A Florida Not for Profit Corporation
for Dissolution of said Corporation**

The undersigned being all of the directors of the Bauer Bisgeier Foundation, Inc. (the "Corporation") do hereby consent to the adoption of the following resolution:

WHEREAS, the only debts and/or liabilities of the petitioner Corporation are fees and costs reasonably necessary to dissolve the corporation; and

WHEREAS, the purpose for which the corporation was formed was to receive and maintain a fund exclusively for charitable, religious, scientific, literary or educational purposes, and

WHEREAS, the Board of Directors, after retaining only funds to pay the aforesaid fees and costs, seeks to distribute the assets as to registered charities acknowledged by the Internal Revenue Service of the U. S. Treasury Department as per schedule attached hereto; and

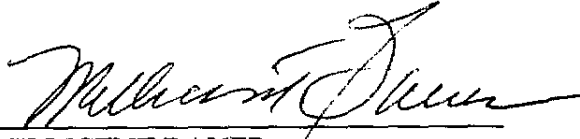
WHEREAS, The Board of Directors seeks to dissolve the Corporation after the above-described distribution of all of the assets of the Corporation, and


WHEREAS, there being no members of the Corporation, no vote of membership is required to vote on this distribution and action of the Board of Directors shall suffice; be it

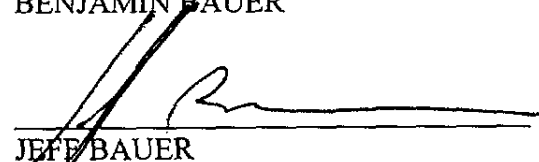
RESOLVED, that Millicent Bauer, President, and Jeff Bauer, Secretary of the Corporation, are authorized and directed to execute and deliver any and all documents and to take any and all actions necessary and desirable to effectuate the distribution of Corporate assets as per schedule allocated hereto and further

RESOLVED, that after the distribution of all assets within the year 2004, the President, Millicent Bauer and the Secretary, Jeff Bauer, shall file the required petition for Dissolution with the Florida Secretary of State.

Dated June 14, 2004


MILLICENT BAUER


BENJAMIN BAUER


JEFF BAUER