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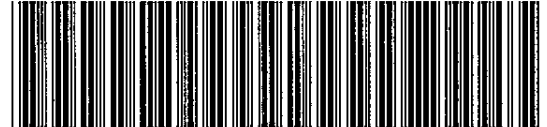
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2004 APR -9 AM 9:22

filed w/  
no \$ - just  
FL NP when  
CA corp already  
exists w/  
ad type name  
CA corp.

Dissolution  
LFT  
4-9-04

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April 6, 2004

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Ms. Lyn Shoffstall  
Division of Corporations  
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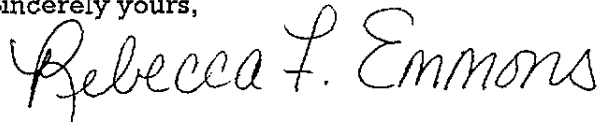
**RE: Philippe Cousteau Foundation, Inc.**

Dear Lyn:

As we discussed, enclosed with this letter is the **original** copy of the Articles of Dissolution with respect to the Philippe Cousteau Foundation, Inc., a Florida corporation, which was improperly incorporated when our clients were attempting to authorize their California corporation to do business in the State of Florida. In addition, also enclosed is the **original** Resolution of Directors authorizing the dissolution. As we discussed, there will be no fees charged by the Secretary of State for filing of the Articles of Dissolution and this will serve to remedy the confusion created in the past.

Should you have any additional questions or comments, please feel free to contact me at the above-captioned telephone number.

Sincerely yours,



Rebecca F. Emmons

RFE/clr  
Enclosure  
cc: Philippe Cousteau

## ARTICLES OF DISSOLUTION

2004 APR -9 AM 9:22

The undersigned corporate officer, pursuant to Fla. Stat. § 617.1402, hereby and herewith submits these following Articles of Dissolution for the following named Florida not for profit corporation:

1. The name of the corporation is: **PHILIPPE COUSTEAU FOUNDATION, INC.**
2. The date of incorporation of the corporation: **February 21, 2002**
3. The members of the corporation are not entitled to vote. The Board of Directors of the corporation (the "Board") adopted a resolution dated 03/07/04, 2004 authorizing the dissolution, a copy of which is attached. On the date of such resolution there were seven directors then in office and all affirmed the resolution to dissolve.
4. All debts, obligations and liabilities of the aforementioned corporation have been paid or discharged or adequate provision has been made therefor.
5. There are no actions pending against the aforementioned corporation in any court.
6. These Articles of Dissolution will be effective on filing of such with the Florida Secretary of State.

DATED this 16 day of March, 2004.

BY: \_\_\_\_\_

**Philippe Cousteau, President**

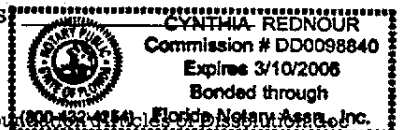
### STATE OF FLORIDA COUNTY OF INDIAN RIVER

*president*  
*PC*  
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **Philippe Cousteau**, who has: ☒ produced Driver's License as identification; or ☐ who is personally known to me; to be the ~~Chairman~~ of the corporation named in the foregoing Articles of Dissolution, and he has taken an oath and acknowledged executing the same freely and voluntarily and under the authority duly vested in him by said corporation.

WITNESS my hand and official seal this 16 day of March, 2004.

*Cynthia Rednour*  
Notary Public, State of Florida at Large

My Commission expires:



**Resolution of Directors of****Philippe Cousteau Foundation, Inc.**

**WHEREAS**, it is deemed desirable and in the best interests of Philippe Cousteau Foundation, Inc. (the "Corporation") that the following actions be taken by the Board of Directors of the Corporation pursuant to this resolution:


**NOW, THEREFORE, BE IT RESOLVED** that the undersigned Directors, constituting all the Directors of the Corporation, hereby consent to, approve and adopt the following:

**RESOLVED**, that the Corporation is hereby dissolved;

**RESOLVED FURTHER**, that the Chairman of the Corporation is hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, he shall deem necessary or advisable, to carry out the purposes of the foregoing resolution; and

**RESOLVED FURTHER**, that any actions taken by the Chairman prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of the Corporation.

Dated this 25 day of February, 2004.

  
Jack Chalk  
George Buckley  
Dr. David Vaughan  
Janice Cousteau  
Philippe Cousteau  
Alexandra Cousteau  
Dominique Sumian

\\SERVER\FROM CLIENTS\Cousteau (Philippe) Foundation\Consent of Members re Dissolution.doc