

N15112

RANDALL C. SMITH
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 200 NORTH THORNTON AVENUE
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NUMBER(S), (if known):

1. _____
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #) **500002282415--0**
-09/02/97--01087--010
*******35.00 *****35.00**
3. _____
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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 HCB 8-25

**CERTIFICATE OF COMPLIANCE AS TO ADOPTION
OF PLAN OF DISTRIBUTION OF ASSETS**

OF

M.A.C.O. ASSOCIATES, INC.

In accordance with F.S. § 617.1406(4), the undersigned officer of M.A.C.O. Associates, Inc. hereby certifies as follows:

In accordance with F.S. § 617.1406(1), on December 4, 1995, a majority of the directors of the corporation recommended the following plan of distribution of assets to members, and the plan was thereafter adopted by vote of a majority of members of the corporation entitled to vote:

RESOLVED, that the President of the corporation is hereby authorized and directed to execute and file with the Secretary of State articles of voluntary dissolution, and to undertake such acts as may be necessary or appropriate to the wrap up of the affairs of the corporation, including, without limitation, the following:

1. Payment and discharge of all valid and enforceable liabilities and obligations of the corporation;
2. Resolution of the claims, if any, of secured and other creditors arising out of ownership by M.A.C.O. Associates, Inc. (to the extent that the corporation is legally liable therefor) of that certain real estate as improved by premises 1412 West Colonial Drive, Orlando, Florida, including, without limitation, first and second mortgage holders and tenants;
3. Resolution of those certain EEOC claims asserted against the corporation;

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4. Preparation and filing of such final income tax returns as are required by law on behalf of the corporation.

* * * * *

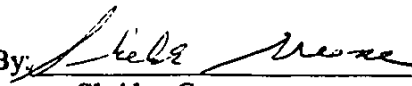
RESOLVED, THAT the corporation shall continue to support the defense, including reasonable legal fees and expenses, of the President, Gerard Kinzler, as to state licensing agencies; and be it further

* * * * *

RESOLVED, THAT upon conclusion of the affairs of the corporation, the President is hereby authorized and directed to pay over and deliver, in fee simple absolute, all of the remaining assets of the corporation, free and clear of claims and indebtedness, to TURNING POINT OF CENTRAL FLORIDA, INC., an organization described by section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 6 day of August, 1997.

M.A.C.O. ASSOCIATES, INC.

By: 
Sheldon Greene
Treasurer

N15112

RANDALL C. SMITH

Attorney at Law
200 NORTH THORNTON AVENUE
ORLANDO, FLORIDA 32801

(407) 425-7676
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August 14, 1997

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

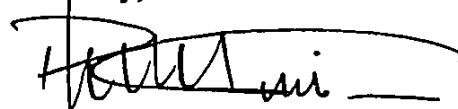
Re: *M.A.C.O. Associates, Inc.*

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-09/02/97--01087--011
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed herewith for filing on behalf of M.A.C.O. Associates, Inc. are articles of voluntary dissolution and certificate of compliance with adoption of plan of distribution of assets. Filing fees in the aggregate amount of \$70.00 are likewise enclosed. Please return the instruments following filing to M.A.C.O. in care of the undersigned.

Sincerely,



Randall C. Smith

Enclosures

cc: Gerard Kinzler

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DIVISION OF CORPORATIONS

VOID IS
CLOCK

ARTICLES OF VOLUNTARY DISSOLUTION
OF

M.A.C.O. ASSOCIATES, INC.
(A Not for Profit Corporation)

Pursuant to F.S. § 617.1403, M.A.C.O. Associates, Inc., a not for profit corporation organized under the laws of Florida, hereby adopts the following articles of voluntary dissolution.

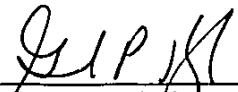
Article I

The name of the corporation to be dissolved is M.A.C.O. Associates, Inc.

Article II

By meeting of members entitled to vote on dissolution held on December 4, 1995, a resolution of dissolution was adopted in accordance with the provisions of F.S. § 617.1402(1), with the number of votes cast in favor of dissolution being sufficient for approval.


IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 6 day of AUGUST, 1997.


Gerard P. Kinzler, President
M.A.C.O. Associates, Inc.

Subscribed to and sworn before me this 6th day of August, 1997, under the penalties of perjury, by Gerard P. Kinzler, personally well known to me.

[SEAL]

 **MARJORIE G. KUEHN**
COMMISSION # CC 500100
EXPIRES 12/18, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public
My Commission Expires 10/18/99