

5/21/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: HODGSON, RUSS, ANDREWS, ET AL
CONTACT: ~~Dennis~~ *Dennis Kinloch*
PHONE: (561) 394-0500

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NAME: TRANS SERVICES S, INC.
AUDIT NUMBER.....H98000009570
DOC TYPE.....DISSOLUTION
~~CERT. OF STATUS..0~~
CERT. COPIES.....1

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*John
Disolved
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**HODGSON RUSS
ANDREWS
WOODS &
GOODYEAR LLP**
ATTORNEYS AT LAW

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May 21, 1998

VIA TELECOPY/850-922-3001

Secretary of State
Corporation Division
409 E. Gaines Street
Tallahassee, Florida 32302

Dear Sir:

RE: Trans Services S, Inc.

Enclosed are the Articles of Dissolution of Trans Services S, Inc.

Please charge our account accordingly and forward a certified copy to the undersigned.

If you have any questions, please call 1-800-331-1025.

Very truly yours,



Linda Kinloch
Legal Assistant

Attachment

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RESIDENT IN NEW YORK

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TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION
OF
TRANS SERVICES S, INC.**

Pursuant to the provisions of Section 617.1403 of the Florida Statutes, these Articles of Dissolution provide that:

ARTICLE I - NAME

The name of the corporation is Trans Services S, Inc. (the "Corporation").

ARTICLE II - MEMBER APPROVAL

The resolution to dissolve was adopted by written consent of the sole remaining member of the Corporation on May 12, 1998 and executed in accordance with the provisions of Section 617.0701 of the Florida Statutes.

ARTICLE III - EFFECTIVE DATE

These articles of dissolution shall become effective on the date of filing by the Department of State.

IN WITNESS WHEREOF, these articles of dissolution have been executed on behalf of the Corporation by its duly authorized officer on May 18, 1998.

TRANS SERVICES S, INC.

By: John Rogers
John Rogers, Chair

Prepared by:
Anthony L. Dutton, Esq.
Hodgson, Russ, Andrews, Woods & Godyear, LLP
2000 Glades Road, Suite 400
Boca Raton, FL 33431
Tel. No. (561) 394-0500
Fla. Bar No. 268046

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**CERTIFICATE OF OFFICER
OF
TRANS SERVICES S, INC.**

The undersigned hereby certifies that:

(a) He is the duly elected and acting Chair of Trans Services S, Inc., a Florida not-for-profit corporation (the "Corporation");

(b) The following resolutions were duly adopted by the sole remaining member of the Corporation by written consent dated May 12, 1998; such resolutions have not been amended, modified or rescinded and remain in full force and effect:

"RESOLVED, that the dissolution of the corporation and the filing with the Department of State of the State of Florida of Articles of Dissolution under Section 617.1403 of the Florida Statutes be, and hereby are, authorized; and it is further

RESOLVED, that the following plan of distribution of assets of the corporation (the "Plan of Distribution") pursuant to Section 617.1406 of the Florida Statutes be, and hereby is, adopted:

1. All liabilities and obligations of the corporation be paid and discharged, or adequate provisions shall be made therefor.
2. Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
3. Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the corporation.

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4. Other assets, if any, shall be distributed in accordance with the provisions of the articles of incorporation or the bylaws to the extent that the articles of incorporation or the bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others.

5. Any remaining assets shall be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit.

And it is further

RESOLVED, that the officers of the corporation be, and each of them hereby is, authorized and directed to do all acts and to execute and deliver, in the name and on behalf of the corporation, all instruments necessary or proper to effect the dissolution of the corporation as herein authorized and to carry out the Plan of Distribution.

Dated: May 12, 1998



John Rogers

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