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JANE W. MOSCOWITZ
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October 19, 1998

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

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-10/26/98--01074--007
*****35.00 *****35.00

Re: Dissolution of Corporations

To Whom It May Concern:

The Federal Trade Commission filed a lawsuit against National Scholarship Foundation, Inc. ("NSF") and its various affiliates on November 3, 1997. The case is captioned: Federal Trade Commission v. National Scholarship Foundation, CASE NO.: 97-8836-CIV-FERGUSON. As a result of the lawsuit, a temporary restraining order was entered against NSF and its affiliated companies, freezing the company's assets and appointing me as Receiver to take control of the corporate defendants. On November 5, 1997, we took control of NSF and its affiliates and suspended their operations. The parties ultimately agreed to a preliminary injunction.

Over the course of the Receivership it was determined that **C. & S. Credit Services, Inc.; Classified Media Consultants, Inc.; Kimberly Credit Counsel, Inc., and C&M Marketing Group, Inc.**, companies affiliated with NSF, would be part of the Receivership.

Each of these companies, including NSF, has been shut down and has ceased to do business. Some of them are currently administratively dissolved. I am enclosing dissolution forms for each of the corporations listed herein as well as a \$35.00 check to cover the dissolution fee.

Please contact me with any questions or comments.

Very truly yours,

Jane W. Moscovitz
Jane W. Moscovitz

1276deptstate.11

FILED
98 OCT 26 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Vol/NS
Inactive Corp
10/29
PPG

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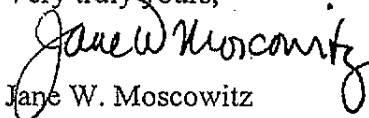
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ARTICLES OF DISSOLUTION

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

FIRST: The name of the corporation is: National Scholarship
Foundation, Inc.

SECOND: The date dissolution was authorized: 10/19/98

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 19th day of October, 19 98

Signature

Jane W. Moscovitz Court-appointed Receiver
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Jane W. Moscovitz
(Typed or printed name)

Receiver for
National Scholarship Foundation, Inc.
(Title)

(see attached letter)

FILED
98 OCT 26 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA