

FROM

N97000002625

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

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TALLAHASSEE, FLORIDA

DISSOLUTION

SLD GROUP, INC.

Certificate of Status	1
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Page Count	01
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7-11-00

FROM

(MON) 7.10'00 15:20/ST. 15:18/NO. 4863333231 P 2



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 26, 2000

SLD GROUP, INC.  
2400 31ST STREET SOUTH  
ST PETERSBURG, FL 33712

SUBJECT: SLD GROUP, INC.  
REF: N97000002625

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: E00000033700  
Letter Number: 300A00036083

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

FROM

(MON) 7.10' 00 15:20/ST. 15:18/NO. 4863333231 P 3

((H00000033700 6)))

**ARTICLES OF DISSOLUTION  
OF  
SLD GROUP, INC.**

Pursuant to the provisions of Section 617.1402 of the Florida Not for Profit Corporation Act, SLD Group, Inc., a Florida not for profit corporation (the "Corporation"), adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

- FIRST:** The name of the Corporation is SLD Group, Inc.
- SECOND:** Dissolution of the Corporation was authorized by the Board of Directors and Members of the Corporation on January 31<sup>st</sup> 2000. The resolutions of the Board of Directors and the Members of the Corporation authorizing dissolution of the Corporation were adopted by written consent in accordance with Section 617.0701 of the Florida Not for Profit Corporation Act, and are attached as Exhibit A hereto.
- THIRD:** The effective date of these Articles of Dissolution shall be January 31, 2000.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 31<sup>st</sup> day of January, 2000.

SLD GROUP, INC.

By: Sheryle Isaacs  
Sheryle Isaacs, Director

**FILED**  
00 JUL 10 PM 4:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

David L. Robbins, Esquire  
Florida Bar # 108951  
Foley & Lardner  
100 N. Tampa Street, Suite 2700  
Tampa, Florida 33602  
Phone 813-229-2300

((H00000033700 6)))

FROM

(MON) 7.10'00 15:20/ST. 15:18/NO. 4863333231 P 4

**SLD GROUP, INC.**

**RESOLUTION BY UNANIMOUS CONSENT OF BOARD OF DIRECTORS  
AND MEMBERS TO DISSOLVE AND LIQUIDATE THE COMPANY**

**In Lieu of Joint Meeting**

Pursuant to Sections 617.0821 and 617.0701, Florida Statutes, the undersigned, being all of the members of the Board of Directors and the Members of SLD GROUP, INC., a Florida not for profit corporation (the "Corporation"), do hereby unanimously adopt the following resolutions by written consent without a meeting:

**WHEREAS**, the Board of Directors has determined that it is in the best interests of the Corporation to dissolve the Corporation immediately and has recommended such dissolution to the Members of the Corporation.

**NOW, THEREFORE, BE IT RESOLVED**, that the Members hereby adopt and approve the recommendation of the Board of Directors to dissolve the Corporation effective upon filing Articles of Dissolution with the Florida Secretary of State.

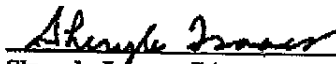
**FURTHER RESOLVED**, that the officers of the Corporation are authorized and directed to execute and deliver, file and record all necessary instruments, certifications and agreements for the dissolution, liquidation and winding up of the Corporation, including the filing with the Secretary of State of the State of Florida of Articles of Dissolution in the form of Exhibit A and the Plan of Distribution of Assets of the Corporation, in the form of Exhibit B, each is attached hereto;

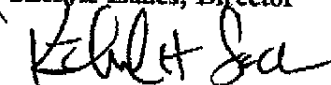
**FURTHER RESOLVED**, that the officers of the Corporation are authorized to take all actions they may deem necessary, appropriate or desirable to implement the Plan of Distribution of Assets according to the provisions of Section 617.1406, Florida Statutes;

**FURTHER RESOLVED**, that these Resolutions may be executed in one or more counterparts, each of which shall be deemed an original and all of which, together, shall constitute the same instrument.

**IN WITNESS WHEREOF**, the undersigned have executed this instrument this 31<sup>st</sup> day of January, 2000.

**DIRECTORS:**

  
Sheryl Isaacs, Director

  
Richie Sacks, Director

  
Ron Nathan, Director

FROM

(MON) 7.10'00 15:21/ST.15:18/NO.4863333231 P 5

**SLD GROUP, INC.**

**RESOLUTION BY UNANIMOUS CONSENT OF BOARD OF DIRECTORS  
AND MEMBERS TO DISSOLVE AND LIQUIDATE THE COMPANY**

**In Lieu of Joint Meeting**

Pursuant to Sections 617.0821 and 617.0701, Florida Statutes, the undersigned, being all of the members of the Board of Directors and the Members of SLD GROUP, INC., a Florida not for profit corporation (the "Corporation"), do hereby unanimously adopt the following resolutions by written consent without a meeting:

**WHEREAS**, the Board of Directors has determined that it is in the best interests of the Corporation to dissolve the Corporation immediately and has recommended such dissolution to the Members of the Corporation.

**NOW, THEREFORE, BE IT RESOLVED**, that the Members hereby adopt and approve the recommendation of the Board of Directors to dissolve the Corporation effective upon filing Articles of Dissolution with the Florida Secretary of State.


**FURTHER RESOLVED**, that the officers of the Corporation are authorized and directed to execute and deliver, file and record all necessary instruments, certifications and agreements for the dissolution, liquidation and winding up of the Corporation, including the filing with the Secretary of State of the State of Florida of Articles of Dissolution in the form of Exhibit A and the Plan of Distribution of Assets of the Corporation, in the form of Exhibit B, each is attached hereto;

**FURTHER RESOLVED**, that the officers of the Corporation are authorized to take all actions they may deem necessary, appropriate or desirable to implement the Plan of Distribution of Assets according to the provisions of Section 617.1406, Florida Statutes;

**FURTHER RESOLVED**, that these Resolutions may be executed in one or more counterparts, each of which shall be deemed an original and all of which, together, shall constitute the same instrument.

**IN WITNESS WHEREOF**, the undersigned have executed this instrument this 31<sup>st</sup> day of January, 2000.

**DIRECTORS:**

  
\_\_\_\_\_  
Sheryle Isaacs, Director

  
\_\_\_\_\_  
Richie Sacks, Director

\_\_\_\_\_  
Ron Nathan, Director