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DEAN MEAD ORLANDO

Division of Corporations

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DISSOLUTION

THE PAUL AND TERESA FINER CHARITABLE FOUNDATION, INC

Certificate of Status	0
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**ARTICLES OF DISSOLUTION
OF
THE PAUL AND TERESA FINER CHARITABLE FOUNDATION, INC.**

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SECRETARY OF STATE
ALBUQUERQUE, NEW MEXICO

Pursuant to the provisions of Sections 617.1402 and 617.1403 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Dissolution:

ARTICLE I - NAME OF CORPORATION

The name of the corporation is The Paul and Teresa Finer Charitable Foundation, Inc. (hereinafter referred to as the "Corporation"), document number . N97000002803.

ARTICLE II - APPROVAL OF DISSOLUTION

The Corporation has no members. The number of directors in office is three, and the resolution to dissolve was unanimously approved by all three directors of the Corporation by Written Consent dated July 26, 2005, executed pursuant to Section 617.0821 of the Florida Statutes.

ARTICLE III - EFFECTIVE DATE OF DISSOLUTION

The Corporation shall be dissolved effective upon the filing of these Articles of Dissolution.

Dated this 4th day of August, 2005.

THE PAUL AND TERESA FINER CHARITABLE
FOUNDATION, INC.

By: Paul M. Finer
Paul M. Finer, M.D., President

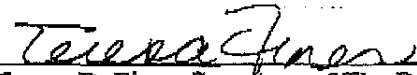
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**CERTIFICATE OF OFFICER
OF
THE PAUL AND TERESA FINER CHARITABLE FOUNDATION, INC.**

I, TERESA B. FINER, HEREBY CERTIFY that I am the duly elected, qualified and acting Secretary of THE PAUL AND TERESA FINER CHARITABLE FOUNDATION, INC., a Florida corporation not for profit (the "Corporation"), and that as such I am authorized to certify on behalf of the Corporation as to the matters stated herein.

I FURTHER CERTIFY, on behalf of the Corporation, that attached hereto as Exhibit A is a true and correct copy of the Plan of Distribution of Assets of the Corporation, duly adopted by all of the Directors of the Corporation, in compliance with the provisions of Section 617.1406(2) of the Florida Statutes.

DATED this 26th day of July, 2005.


Teresa B. Finer, Secretary of The Paul and Teresa
Finer Charitable Foundation, Inc.

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EXHIBIT A
PLAN OF DISTRIBUTION OF ASSETS
OF
THE PAUL AND TERESA FINER CHARITABLE FOUNDATION, INC.

1. As soon as possible following the adoption of a resolution to dissolve, The Paul and Teresa Finer Charitable Foundation, Inc. (the "Corporation") by the affirmative vote of a majority of the Directors of the Corporation will, in accordance with this Plan of Distribution of Assets (the "Plan"), cease the active conduct of its business and will wind up its affairs.

2. This Plan shall be adopted and shall become effective, subject to the conditions provided in this Plan, upon the approval and adoption of the Plan by the affirmative vote of a majority of the Directors of the Corporation. The Directors of the Corporation, and such officers as are authorized by the Directors, shall proceed with the voluntary dissolution of the Corporation under the laws of the State of Florida at such time as they may deem appropriate as follows:

(a) The Corporation will pay or provide for payment of all known liabilities and obligations of the Corporation, and will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims of creditors.

(b) Any assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution of the Corporation, shall be returned, transferred, or conveyed in accordance with such requirements.

(c) Any 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 of the Corporation, shall be transferred or conveyed to one or more domestic or foreign corporation, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation, as determined by and within the discretion of the Board of Directors of the Corporation.

(d) Any other assets held by the Corporation 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 provide for distribution to others.

3. The Directors of the Corporation, and such officers as are authorized by the Directors, are authorized, empowered and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including Articles of Dissolution under the laws of the State of Florida, and information and income tax

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returns and the information required by the applicable Regulations of the Commissioner of the Internal Revenue Service.

4. The Directors of the Corporation, and such officers as are authorized by the Directors, are authorized, empowered and directed to do any and all other things necessary in its name and on its behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan. They shall be held harmless by the Corporation for any action under this Plan taken in good faith, and any expense or liability so incurred by them shall be that of the Corporation.

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