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RICHARD J. KAPLAN, P.A.

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REPLY TO: CORAL SPRINGS

PALM BEACH OFFICE 72 S.E. 6TH AVENUE (FEDERAL HIGHWAY) DELRAY BEACH, FLORIDA 33483

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October 27 , 2000

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

Re: STEEL COMPONENTS, INC.

Gentlemen:

Enclosed please find one original and one copy of the Articles of Dissolution of the above referenced company, together with our check in the amount of \$43.75 representing, filing fee of \$35.00, and the certified copy fee \$8.75.

Please effect immediately dissolution of the corporation and forward the certified articles to this office. $\exists c_0 \circ c_1$

Very Truly, Yours,

RICHARD J. KAPLAN, ESQ.

RJK/kay

Encl.

P.S. Included herein is an Affidavit explaining that the present owners of Steel Components, Inc., a Florida Corporation is dissolving, and that at the same time, the same owners have agreed to Domesticate their New York corporation, also called Steel Components, Inc, here into Florida. The reasons relate primarily to taxes as well as other legal issues.

D'SS.

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ARTICLES OF DISSOLUTION

FILED 00 OCT 30 PM 1: 07 SECRETARY OF STATE TALLAHASSEE, FLORIDA

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 OF

STEEL COMPONENTS, INC.

The undersigned, for the purpose of dissolving STEEL COMPONENTS, INC. under the Florida General Corporation Act, hereby adopt the following Articles of Dissolution:

ARTICLE I

The name of the corporation is STEEL COMPONENTS, INC.

ARTICLE II

The names and respective addresses of its officers are: Sami Shemtov 3640 Yacht Club Dr., #2005, Aventura, FL 33180 Howard Feldsher 972 East 24 St., Brooklyn, NY 11210 Margaret Wong 6301 Faustino Way, Sacramento, CA 95831

ARTICLE III

The names and addresses of its directors are: Sami Shemtov 3640 Yacht Club Dr., #2005, Aventura, FL 33180 Howard Feldsher 972 East 24 St., Brooklyn, NY 11210 Margaret Wong 6301 Faustino Way, Sacramento, CA 95831

ARTICLE IV

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ARTICLE V

All remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests (or no property remained for distribution to shareholders after applying it to the payment of the liabilities and obligations of the corporation).

ARTICLE VI

There are no actions pending against the corporation in any court (or adequate provision has been made for the satisfaction _____ of any judgment, order or decree which may be entered against the _____ corporation in any pending action).

ARTICLE VII

A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the $\underline{\mathcal{M}}$ day of $\underline{\mathcal{M}}$, 2000.

EXECUTED by the undersigned at Coral Springs, Broward_____ County, Florida, on this $\underline{\mathcal{M}}_{day of} \underline{\partial \mathcal{M}}_{day}$, 2000.

Vice Président)

STATE OF FLORIDA

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared Sami Shemitov, the VICE-PRESIDENT of STEEL COMPONENTS, INC., to me personally known or has produced ______ as identification, who executed and acknowledged the foregoing Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Coral Springs, Broward County, Florida, this 25^{H} day of <u>OCTOBER</u>, 2000.



PUBLIC -state Flòrida NOTARY

My Commission Expires:

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MINUTES OF THE JOINT SPECIAL MEETING OF STOCKHOLDERS AND DIRECTORS

OF

STEEL COMPONENTS, INC.

AT MEETING TO LIQUIDATE AND DISSOLVE

The Board of Directors and Stockholders of STEEL COMPONENTS, INC., a Florida Corporation, met at the offices of RICHARD J. KAPLAN, ESQ., Corporate Legal Counsel, on $\frac{1/1/1/12}{1/12}$, pursuant to a call of the meeting by the President.

Present were a quorum of the Stockholders and a quorum of the members of the Board of Directors.

The President of the corporation, SAMI SHEMTOV, presided as Chairman of the meeting, and MARGARET WONG, its Secretary, acted as such.

The Chairman called the meeting to order and the Secretary thereupon presented and read the Waiver of Notice to the Meeting signed by all the Stockholders and Directors of the corporation, which was ordered to be made part of the minutes of this meeting.

The Chairman announced that the purpose of the meeting was to discuss and act upon a proposal to adopt a plan of liquidation and dissolution of the corporation and to sell or distribute the principal assets of the corporation.

After discussion and review, the following resolutions were unanimously adopted by the Board of Directors and the holders of 100% of the issued and outstanding shares of the stock of the corporation.

BE IT RESOLVED AS FOLLOWS:

1. That in the judgment of the Board of Directors and the Shareholders of the corporation it is deemed advisable and for the benefit of the corporation that it be liquidated and dissolved.

2. That a plan of liquidation be and it hereby is formulated to affect such liquidation and dissolution as hereinafter provided.

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3. That the liquidation and dissolution be in accordance with Section of the Internal Revenue Code of 1954, as amended, and in accordance with the provisions of Sections 607.257 and 607.261 of the Florida Statues, and the officers of the corporation are hereby authorized to file a copy of these resolutions and such certificates as may be necessary to dissolve this corporation with the Secretary of State of the State of Florida.

4. That the officers of the corporation are authorized to sell and otherwise liquidate any and all of the properties and assets of the corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the corporation.

5. That the officers of the corporation, i.e. the President and Secretary, are hereby authorized to execute any and all deeds of conveyance, and any other documents that may be necessary to effectively transfer and convey such properties and assets, upon such terms and conditions as may be approved by the Board of Directors.

5. That after effecting such sales and providing for the proper debts of the corporation, that any remaining assets of the corporation be distributed to the Stockholders of the corporation as soon as possible, but in no event later than the termination of a 12 month period, commencing on the date of these resolutions.

7. That the officers of the corporation are hereby authorized and directed to pay all such fees and taxes, and to do or cause to be done such acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the corporation, and to fully effect the purposes of the foregoing resolutions.

8. That the accountant for the corporation shall file all necessary tax returns and forms with the District Director of Internal Revenue in Chamblee, Georgia, together with a certified copy of these resolutions.

9. That the accountant for the corporation shall assist

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those Shareholders who desire to have their gain taxed as provided in Section 333 of the Internal Revenue Code of 1954, as amended, for federal income tax purposes, in preparing form 964, and filing same with the Internal Revenue Service within a period of 30 days from the date of this meeting.

There being no further business before the meeting, the meeting was duly adjourned.

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RATIFICATION OF MINUTES

We, the undersigned, being all of the Directors and Shareholders of STEEL COMPONENTS, INC., a Florida corporation, do hereby ratify, approve and confirm all that has occurred at the joint special meeting held on $\frac{10 M/17}{1000}$, at the offices of the Corporations Legal Counsel, the minutes of which we have read and in signification of such approval, ratification, and confirmation and of our assent to all acts taken at said meeting, do hereby sign our names hereto.

DATED:

STOCKHOLDERS

DIRECTORS