

ST. ARNOLD & STEARNS
CHARTERED
ATTORNEYS AT LAW

Jack R. Stearns, Esq.

James R. Stearns, Esq.

Charles W. Phillips, Jr., Esq.

Of Counsel

PO10000002209

March 22, 2002

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-03/25/02--01060--003
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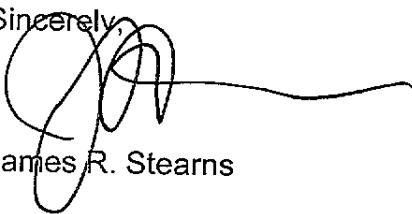
RE: Kingswood Sales & Promotions, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Dissolution for filing regarding the above-referenced matter. Also enclosed is our check in the amount of \$35.00 to cover the cost of the filing fee.

If you have any questions, please do not hesitate to contact my office.

Sincerely,



James R. Stearns

JRS/sh
Enclosures

FILED
02 MAR 25 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FL

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ARTICLES OF DISSOLUTION
OF
KINGSWOOD SALES & PROMOTIONS, INC.

Pursuant to Section 607.1403, Florida Statutes, Kingswood Sales & Promotions, Inc., a Florida corporation (the "Corporation"), hereby sets forth its Articles of Dissolution and recites the following:

1. The name of the corporation is: Kingswood Sales & Promotions,
2. The names, titles and addresses of its officers and directors are as follows:

Sally Ross
President/Treasurer/Director
40 Stanley Ave.
Toronto, Ontario
M8V 1N3

Jeffery Ross
Secretary/Treasurer
1672 Countrywood St.
Tarpon Springs, FL 34689

3. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.
4. All of the remaining property and assets of the Corporation have been distributed to its shareholders, in accordance with their respective rights and interests.
5. There are no actions pending against the Corporation in any court.
6. The Corporation elected to dissolve by Written Consent of all shareholders, and a copy of the Consent, which has been executed by all shareholders, is attached.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Dissolution to be signed and executed in its corporate name by Sally Ross, its President, and attested by Jeffery Ross, its Secretary, and its corporation seal to be hereunto affixed this 8th day of March, 2002.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sally Ross
Sally Ross, President

Jeffery Ross
Jeffery Ross, Secretary

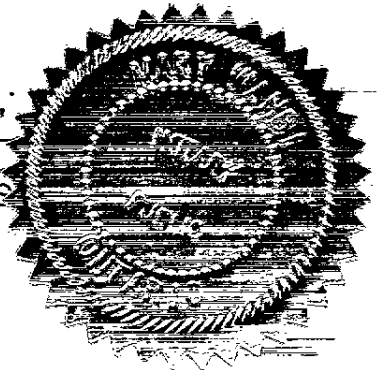
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROVINCE OF
~~STATE OF~~ ONTARIO
~~COUNTY OF~~ CITY OF TORONTO

The foregoing instrument was acknowledged before me this 8th day of MARCH, 2002, by Sally Ross, President, and Jeffery Ross, Secretary, of ~~Kingswood Sales & Promotions, Inc.~~ mw, a Florida corporation, on behalf of the corporation. They are personally known to me or have produced N/A as identification and who did take an oath, and acknowledged to and before me that they have executed the foregoing instrument for the purposes therein expressed. in she has mw

NOTARY PUBLIC:

SIGN Mary Wahbi
PRINT MARY WAHBI
~~State of~~ Province of Ontario at Large (S
My Commission Expires: n/a

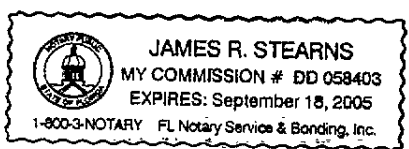


STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 7th day of February 2002, by Jeffery Ross, Secretary, of Kingswood Sales & Promotions, Inc., a Florida corporation, on behalf of the corporation. They are personally known to me or have produced n/a as identification and who did take an oath, and acknowledged to and before me that he has executed the foregoing instrument for the purposes therein expressed.

NOTARY PUBLIC:

SIGN James R. Stearns
PRINT JAMES R. STEARNS
State of Florida at Large (Seal)
My Commission Expires:



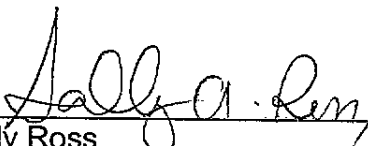
SHAREHOLDERS CONSENT
TO
DISSOLUTION OF CORPORATION
OF
KINGSWOOD SALES & PROMOTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

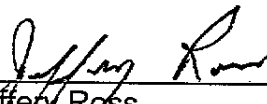
WE, the undersigned, being all the Shareholders of Kingswood Sales & Promotions, Inc., have read the Resolution of February 7, 2002, adopted by the Board of Directors of the corporation, and having read the proposed Articles of Dissolution, do hereby, pursuant to Florida Statutes §607.0704, consent to the voluntary dissolution of this corporation.

Dated: ^{March 02} February 8, 2002

KINGSWOOD SALES & PROMOTIONS, INC.



Sally Ross
Shareholder



Jeffery Ross
Shareholder