

# P01000008941

LAW OFFICES

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August 9, 2002

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

Re: Spring Hill Bluffs, Inc.

Dear Sirs:

Enclosed please find Articles of Dissolution for Springs Hill Bluffs, Inc. to be filed in your office. A check in the amount of \$35.00 is enclosed as your required fees.

Thank you for your attention to this matter.

Very truly yours,

  
L. Michael Osman

LMO/mu  
Enc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 AUG 12 PM 4:27

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ARTICLES OF DISSOLUTION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 AUG 12 PM 4:27

1. The name of the corporation is Spring Hill Bluffs, Inc.
2. The names and respective addresses of its officers are:

Frank Ippolito  
200 Holiday Drive  
Hallandale, Florida 33009

Gloria Ippolito  
200 Holiday Drive  
Hallandale, Florida 33009

3. The names and respective addresses of its directors are:

Frank Ippolito  
200 Holiday Drive  
Hallandale, Florida 33009

Gloria Ippolito  
200 Holiday Drive  
Hallandale, Florida 33009

4. All debts obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.

5. All the 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).

6. 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).

7. An executed (or conformed) copy of the written consent to dissolve is attached. Such written consent has been signed by all shareholders of the corporation (or signed in their names by their attorneys thereunto duly authorized).

A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 6th day of August, 2002.

DATED this 6th day of August, 2002.

Frank C Ippolito  
FRANK IPPOLITO - PRESIDENT

Gloria Ippolito, Secretary  
GLORIA IPPOLITO - SECRETARY

STATE OF FLORIDA

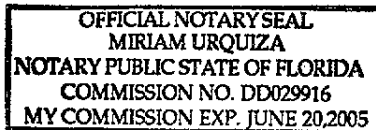
COUNTY OF MIAMI-DADE

Before me personally appeared Frank Ippolito and Gloria Ippolito who are the President and Secretary respectively of Spring Hill Bluffs, Inc., a Florida Corporation and acknowledged before me that they executed the foregoing Articles of Dissolution.

In Witness Whereof I have hereunto set my hand and seal on this 6th day of August, 2002.

Miriam Urquiza  
Notary Public

My commission expires:



**Written Consent of Stockholders and Directors in  
Lieu of Special Meeting of the Stockholders and  
Board of Directors Pursuant to Sections 607.394 and  
607.134 of the Florida General Corporation Action**

At a Meeting to Liquidate and Dissolve  
of SPRING HILL BLUFFS, INC.

The undersigned, being all the Stockholders and Directors of the above named corporation, hereby take the following actions by written consent in lieu of a Special Meeting of the Board of Directors and Stockholders:

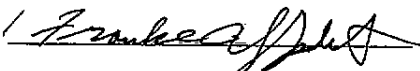
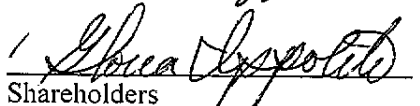
RESOLVED, that the corporation be liquidated in accordance with the provisions of the Internal Revenue Code of 1954, as amended, and further

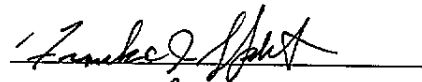
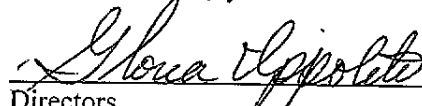
RESOLVED, that in accordance with such plan of liquidation, the officers, directors and the accountant for the corporation be and they hereby are authorized and directed to:

1. Transfer all of the assets of the corporation to the stockholders of the corporation,
2. Distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation,
3. File Articles of Dissolution with the Secretary of State in Tallahassee, Florida,
4. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and
5. Provide for the payment of any indebtedness owed by the corporation to any creditors or lienors, and

FURTHER RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

DATED: August 6th, 2002.

  
  
Shareholders

  
  
Directors