

P92000012374
TREISER, COLLINS & VERNON

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□ Also admitted in Kentucky
● Also admitted in New Jersey
■ Also admitted in New York
§ Also admitted in Virginia
◆ Also admitted in the District
of Columbia

June 19, 2002

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

700006253877-5
-07/08/02--01028--015
*****35.00 *****35.00

Re: BSR Imports, Inc., a Florida Corporation

Dear Sir:

Enclosed you will find an original and one (1) copy of Articles of Dissolution for BSR Imports, Inc., together with our firm check in the amount of \$35.00 representing the fee to file the Articles.

After you have filed the Articles of Dissolution, please time-stamp the copy and return it to me in the pre-addressed stamped envelope enclosed for this purpose.

If you have any questions, please do not hesitate to contact me directly. Thank you for your attention and consideration.

Very truly yours,

TREISER, COLLINS & VERNON

Mary Jo Wojciechowski

Mary Jo Wojciechowski, Paralegal to
Thomas A. Collins, II, Esquire
e-mail: maryjo@swflalaw.com
TAC:mjw
Enclosures

FILED
02 JUL -8 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/8
Diss.
SP



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 26, 2002

MARY JO WOJCIECHOWSKI, PARALEGAL
TREISER, COLLINS & VERNON, P.A.
3080 TAMiami TRAIL EAST
NAPLES, FL 34112

SUBJECT: BSR IMPORTS, INC.
Ref. Number: P92000012374

We have received your document for BSR IMPORTS, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

Please sign and return your check along with this document in order to complete your filing.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 302A00041070

RECEIVED

JUL -5 AM 9:16

DIVISION OF CORPORATIONS

**ARTICLES OF DISSOLUTION
OF
BSR IMPORTS, INC., a Florida Corporation**

FILED

02 JUL -8 PM 1:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to §607.1403, Florida Statutes, the undersigned Corporation submits these Articles of Dissolution:

FIRST:

The name of this Corporation is BSR IMPORTS, INC. (the "Corporation") and its Charter Number is P92000012374. It was organized under the laws of the State of Florida on December 16, 1992.

SECOND:

Upon the recommendation of the Board of Directors, the Shareholders have, by unanimous written consent and in accordance with §607.1402, Florida Statutes, elected to dissolve the Corporation. A copy of the Action Taken by Written Consent of the Shareholders is incorporated and attached as Exhibit "A". The number of votes cast for dissolution, being unanimous, was sufficient for approval.

THIRD:

Voting by voting groups was not required.

FOURTH:

The date the dissolution was authorized is as shown on the attached Exhibit "A".

FIFTH:

The Corporation is dissolved upon the effective date of its Articles of Dissolution.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 27th day of May, 2002.

BSR IMPORTS, INC., Florida Corporation,

By: 

STEPHEN L. GERMAIN, President

ATTEST:


ROBERT GERMAIN, JR., Secretary

**WRITTEN CONSENT TO ACTION BY THE SHAREHOLDERS OF
BSR IMPORTS, INC.**

**AUTHORIZING DISSOLUTION OF THE CORPORATION
AND ADOPTING A PLAN OF LIQUIDATION & DISSOLUTION**

The undersigned being all of the Shareholders of BSR IMPORTS, INC., a Florida Corporation, acting in accordance with §607.0704 of the Florida Business Corporation Act, hereby waive all notice of time, place or purpose of meeting and approve, adopt, and take the following actions by means of this written consent:

WHEREAS, the Shareholders have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

WHEREAS, the Shareholders do hereby adopt a Plan of Liquidation and Dissolution for the Corporation;

RESOLVED: That the following Plan of Liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provision for the debts of the Corporation, and to distribute any remaining assets of the corporation:

1. The Corporation shall be liquidated pursuant to Section 331 of the Internal Revenue Code and §607.1402(6) of the Florida Statutes.
2. All liabilities and obligations of the Corporation will be paid or discharged, or adequate provision will be made for them.
3. The Officers of the Corporation are authorized to sell or otherwise liquidate all of the properties and assets of the Corporation that they deem necessary or advantageous to facilitate the liquidation of the Corporation.
4. The Officers of the Corporation are authorized to do any and all things necessary or convenient to carry these Resolutions into effect, including, but not limited to, the following:
 - (a) Executing any and all instruments of conveyance;
 - (b) Paying all taxes and fees;

- (c) Executing all documents required by law to be filed;
 - (d) Retaining professional advisors; and
 - (e) Doing all other things necessary or convenient to affect the dissolution of the Corporation.
5. After the provision for, or payment of, the known debts and liabilities of the Corporation, the Officers are authorized and directed to distribute the remaining cash or other assets of the Corporation to the Shareholders of record according to their respective rights and interests in exchange for their shares in the Corporation.

FURTHER RESOLVED: The effective date of dissolution shall be the date the Articles of Dissolution are filed with the Florida Secretary of State.


DATED this 27th day of may, 2002.

SHAREHOLDERS:

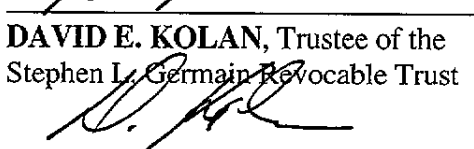

ROBERT L. GERMAIN, JR


STEPHEN L. GERMAIN


RICHARD B. GERMAIN


DAVID E. KOLAN, Trustee of the
Robert L. Germain Jr. Revocable Trust


DAVID E. KOLAN, Trustee of the
Stephen L. Germain Revocable Trust


DAVID E. KOLAN, Trustee of the
Richard B. Germain Revocable Trust