

P93000013689

STEVEN L. CANTOR, P.A.

SUNTRUST BUILDING • SUITE 500

777 BRICKELL AVENUE

MIAMI, FLORIDA 33131

TELEPHONE (305) 374 - 3886

FACSIMILE (305) 371 - 4564

OF COUNSEL TO  
JORDEN BURT BERENSON  
& JOHNSON LLP  
MIAMI, FLORIDA  
WASHINGTON, D.C.

NAPLES OFFICE

SUITE 200

800 LAUREL OAK DRIVE

NAPLES, FLORIDA 33963

TELEPHONE (941) 598 - 1007

FACSIMILE (941) 566 - 3903

REPLY TO MIAMI OFFICE

97 AUG 18 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 15, 1997

RRR # P867-401-266

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: SLAIT CORP.  
Document No. P93000013689  
Our File No. 393.000

400002270434--6  
-08/18/97--01150--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Articles of Dissolution of the above-referenced corporation, together with a copy of the Plan of Liquidation and Joint Written Consent of the Directors and Shareholders.

Kindly certify the enclosed copy of the Articles of Dissolution and return it to our office in the self-addressed stamped envelope enclosed for your convenience.

We enclose our check in the amount of \$87.50 representing \$35.00 filing fees and \$52.50 for one certified copy of the Articles of Dissolution.

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,

  
Mory Amaro, Paralegal

Enclosures

m6207

VDIS  
KLOS

**ARTICLES OF DISSOLUTION**

**OF**

**SLAIT CORP.**

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the above-named Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

**ARTICLE ONE  
NAME**

The name of the Corporation is "SLAIT CORP."

**ARTICLE TWO  
OFFICERS**

The name and address of its sole officer is:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Nadia Stirpe	Sole Officer	777 Brickell Avenue, Suite 500 Miami, FL 33131

**ARTICLE THREE  
DIRECTOR**

The name and address of its sole director is:

<u>Name</u>	<u>Address</u>
Nadia Stirpe	777 Brickell Avenue, Suite 500 Miami, FL 33131

FILED  
97 AUG 18 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE FOUR  
LIABILITIES**

All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.

**ARTICLE FIVE  
DISTRIBUTION OF ASSETS**

All remaining property and assets of the Corporation have been distributed among the shareholders in accordance with their respective rights and interests.

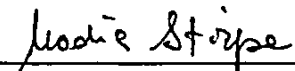
**ARTICLE SIX  
LEGAL ACTIONS**

There are no actions pending against the Corporation in any court.

**ARTICLE SEVEN  
ELECTION TO DISSOLVE**

A copy of the Corporate Consent of Shareholders to Dissolve, having been signed by all of the shareholders of the Corporation on the 7<sup>th</sup> day of August, 1997 is attached hereto.

**DATED** this 7<sup>th</sup> of August, 1997.

  
\_\_\_\_\_  
Nadia Stirpe, Sole Officer and Director

COUNTRY: \_\_\_\_\_ )  
CITY: \_\_\_\_\_ )

The foregoing instrument was acknowledged before me, a United States Consul, this \_\_\_\_ day of \_\_\_\_\_, 1997 by Nadia Stirpe, Sole Officer and Director of **SLAIT CORP.**, bearing identification in the form of \_\_\_\_\_, no. \_\_\_\_\_, the person described in and who executed the foregoing instrument in my presence and acknowledged before me that she executed same as the act of said corporation.

\_\_\_\_\_, CONSUL  
Commission expires (if applicable):  
Commission/Serial No. (if applicable):

COUNTRY: \_\_\_\_\_ )  
CITY: \_\_\_\_\_ )

Before me, a Notary Public, personally appeared Nadia Stirpe, Sole Officer and Director of **SLAIT CORP.**, bearing identification in the form of \_\_\_\_\_, no. \_\_\_\_\_, the person described in and who executed the foregoing instrument in my presence and acknowledged before me that she executed same.

Witness my hand and official seal in the Country and City last aforesaid this \_\_\_\_ day of \_\_\_\_\_, 1997.

(Seal)

\_\_\_\_\_, NOTARY PUBLIC  
Commission expires (if applicable):  
Commission/Serial No. (if applicable):

m6139

## Certificate of Acknowledgment of Execution of an Instrument

REPUBLIC OF ITALY  
(Country)  
PROVINCE OF ROME  
(Country and/or other political division)  
CITY OF ROME  
(Country and/or other political division)  
EMBASSY OF THE UNITED STATES OF AMERICA  
(Name of foreign service office)

SS:

I, Jill F. Byrnes

Consul

of the United States of America at Rome, Italy

duly commissioned and qualified, do hereby certify that on this 7th

day of August 1997, before me personally appeared

(DATE)

NADIA STIRPE

to me personally known, and known to me to be the individual—described in, whose  
name is subscribed to, and who executed the annexed instrument, and being  
informed by me of the contents of said instrument she duly acknowledged to me  
that she executed the same freely and voluntarily for the uses and purposes therein  
mentioned.

[SEAL]

*In witness whereof I have hereunto set my hand and*

*official seal the day and year last above written.*

Jill F. Byrnes

Consul of the United States of America

**JOINT WRITTEN CONSENT  
OF SOLE DIRECTOR AND SOLE SHAREHOLDER  
OF  
SLAIT CORP.**

The undersigned, constituting the Sole Director and the Sole Shareholder of **SLAIT CORP.**, a Florida corporation, (the "Corporation") does hereby consent, pursuant to the Florida General Corporation Act, to the adoption of the following preambles and resolutions in lieu of a special joint meeting of the Board of Directors and Shareholder of the Corporation:

**WHEREAS, CAMVALE LIMITED**, an Irish corporation, is the owner of 1,000 shares of the common stock of the Corporation, which constitute all of the issued and outstanding shares of the Corporation.

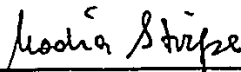
**WHEREAS**, the Corporation desires to adopt a Plan of Liquidation.

**NOW, THEREFORE, BE IT RESOLVED**, that the Plan of Liquidation of the Corporation in the form attached hereto, is hereby approved, ratified and adopted, thereby permitting the liquidation of the Corporation in accordance with §331 of the Internal Revenue Code, as amended (the "Code"), and the dissolution of the Corporation pursuant to Florida Statutes §607.1402; and


**RESOLVED**, that the sole officer of the Corporation be, and she is hereby authorized, empowered and directed in the name and on behalf of the Corporation, to take such additional action and to execute and deliver such additional agreements, documents and instruments as any of them

may deem necessary or appropriate to implement the provisions of the foregoing resolutions, the authority for the taking of such action and the execution and delivery of such agreements, documents and instruments to be conclusively evidenced thereby.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Joint Written Consent as of the 3<sup>rd</sup> day of AUGUST, 1997.

  
\_\_\_\_\_  
Nadia Stirpe, Sole Officer and Director

**CAMVALE LIMITED,**  
an Irish corporation,  
Sole Shareholder

By:   
\_\_\_\_\_  
J.A. Hilton, Authorized Signatory  
(Name)

m6141

PLAN OF LIQUIDATION

OF

SLAIT CORP.

This plan of Complete Liquidation ("Plan") is intended to accomplish the distribution of all the assets of SLAIT CORP., a Florida corporation (the "Corporation") in complete liquidation pursuant to Section 331 of the Internal Revenue Code, as amended (the "Code"), and the formal dissolution of the Corporation pursuant to the Florida General Corporation Act (the "Act").

Effective Date. The Plan shall become effective upon its approval and adoption by the Sole Shareholder of the Corporation (the "Shareholder") voting at a Shareholders' meeting called for such a purpose. The date upon which the Shareholder so approves of the Plan shall be the effective date of the Plan (the "Effective Date").

Winding Up Affairs of the Corporation. After the Effective Date, the Corporation shall proceed to take the following actions:

Sell or otherwise liquidate all of the Corporation's property and assets, upon such terms and conditions as the Board of Directors of the Corporation (the "Board") deem expedient.

Discharge or provide for the payment and discharge of all its obligations and liabilities, and take such other action as may

be necessary to wind up and settle the affairs of the Corporation.

Upon or after the payment or discharge of all the obligations and liabilities of the Corporation or after provision for such payment and discharge shall have been made the Corporation shall distribute all remaining cash and other assets to the Shareholder in complete and final liquidation. Such distribution shall be made to the Shareholder upon the surrender by it of its shares on redemption and cancellation.

Period for Distribution. The distribution of all of the Corporation's cash and other assets to the Shareholder, and the discharge of, or provision for, all of its liabilities, shall be completed within twelve (12) months after the Effective Date (the "Liquidation Period").

If such payment and discharge of, or provision for, the payment and discharge of liabilities cannot be accomplished within the Liquidation Period because any such obligation or liability is unliquidated or contingent, the Board may set aside a reserve fund or reserve funds for the payment thereof and deliver such fund to Cantor & Morante, P.A. as trustee for the Shareholder, (the "Trustee"). Such setting aside and delivery of funds by the Corporation to the Trustee shall be deemed to be a distribution to Shareholder, and the Trustee shall distribute the

balance of any reserve fund remaining after payment of the obligations and liabilities intended to be paid therefrom to the Shareholder.

If the Corporation shall have any claims (including, but not limited to the claims for the refund of Federal income taxes), actions, rights or other assets of any description which are unliquidated, contingent or which for any reason have not been liquidated, collected or sold within the Liquidation Period, the Corporation may assign, transfer and set over to the Trustee any or all of such claims, actions, rights or assets so that the Trustee may demand, collect and receipt therefor, compromise or settle or sell the same and distribute the proceeds thereof to the Shareholder. Such assignment, transfer and setting over by the Corporation to the Trustee shall be deemed to be a distribution to the Shareholder.

The purpose of any trust created hereunder shall be limited to receiving property, selling the property, maintaining and collecting the income from the property prior to sale, collecting the proceeds of sale, discharging any unliquidated or contingent obligations or liabilities of the Corporation for the payment of which reserve funds were transferred to the Trustee and distributing to the Shareholder the net income and proceeds of the property. Any such Trust shall terminate upon sale of the property and distribution of proceeds, subject to the provisions above dealing with the payment of unliquidated or contingent obligations

or liabilities or the Corporation. The Trustee shall be authorized to do and perform such acts, to execute and deliver such deeds, bills of sale, instruments of transfer and other documents, and to engage the services of such agents, attorneys, accountants, appraisers and other persons as he may deem necessary and advisable in order to carry out the purposes of the trust.

Dissolution. At such time as the Board shall determine and, in any event, within a reasonable period of time after the distribution to the Shareholder of all the assets of the Corporation, any and all necessary action shall be taken so that the Corporation may be formally dissolved with the provision of the Act.

Amendments to and Abandonment of Plan. Notwithstanding the fact that the Plan shall have become effective, the Board may, in its discretion and without further action by the Shareholder, amend, modify and supplement the Plan in such manner or in such particulars as may be required or as may be deemed desirable in order to qualify the Plan as a complete liquidation of the Corporation under Section 331 of the Code, provided however, that no such amendment, modification or supplement shall materially and adversely affect the rights of Shareholders hereunder. The Plan may be abandoned by the affirmative written consent of the Shareholder, in which event, no further action shall be taken by the Board or Officers of the Corporation to consummate the Plan.

Authority of President. The President of the Corporation is authorized to do and perform such acts, to execute and deliver such deeds, bills of sale, instruments of transfer, applications, certificates and other documents and to engage the services of such agents, attorneys, accountants, appraisers, and other persons as he may deem necessary or advisable in order to further implement the Plan.

Execution. Upon the adoption of the Plan by the Shareholder, the President or Vice President and the Secretary of the Corporation shall execute the same for and on behalf of the Corporation for the purpose of identifying the Plan as the Plan to which the Shareholder has adopted.

Binding Plan. Except as otherwise provided herein, this Plan shall be binding upon the successors and assigns of the Corporation and the Trustee and shall be binding upon and inure to the benefit of the Shareholder and his heirs, successors and assigns.

IN WITNESS WHEREOF, the undersigned set their hands and affix the corporate seal of the Corporation this 7<sup>th</sup> day of August, 1997.

SLAIT CORP.,  
a Florida corporation

By: Nadia Stirpe  
Nadia Stirpe,  
Sole Officer and Director

### CERTIFICATION

I, Nadia Stirpe, the sole officer and director of Slait Corp., do hereby certify that the foregoing is a true and correct copy of the Plan of Liquidation of Slait Corp.

**Nadia Stirpe, Sole Officer and Director**

COUNTRY: \_\_\_\_\_ )  
CITY: \_\_\_\_\_ )

The foregoing instrument was acknowledged before me, a United States Consul, this \_\_\_\_ day of \_\_\_\_\_, 1997 by Nadia Stirpe, Sole Officer and Director of SLAIT CORP., bearing identification in the form of \_\_\_\_\_, no. \_\_\_\_\_, the person described in and who executed the foregoing instrument in my presence and acknowledged before me that she executed same as the act of said corporation.

\_\_\_\_\_, CONSUL  
Commission expires (if applicable):  
Commission/Serial No. (if applicable):

COUNTRY: \_\_\_\_\_ )  
 )  
CITY: \_\_\_\_\_ )

Before me, a Notary Public, personally appeared Nadia Stirpe, Sole Officer and Director of SLAIT CORP., bearing identification in the form of \_\_\_\_\_, no. \_\_\_\_\_, the person described in and who executed the foregoing instrument in my presence and acknowledged before me that she executed same.

Witness my hand and official seal in the Country and City last aforesaid this day of \_\_\_\_\_, 1997.

(Seal)

\_\_\_\_\_, NOTARY PUBLIC  
Commission expires (if applicable):  
Commission/Serial No. (if applicable):

## Certificate of Acknowledgment of Execution of an Instrument

\_\_\_\_\_  
(Country)  
\_\_\_\_\_  
(Country and/or other political division)  
\_\_\_\_\_  
(Country and/or other political division)  
\_\_\_\_\_  
(Name of foreign service office)

SS:

I, Jill F. Byrnes Consul  
of the United States of America at Rome, Italy  
duly commissioned and qualified, do hereby certify that on this 7th  
day of August 1997, before me personally appeared \_\_\_\_\_  
(DATE) NADIA STIRPE-----

-----  
to me personally known, and known to me to be the individual—described in, whose  
name is subscribed to, and who executed the annexed instrument, and being  
informed by me of the contents of said instrument she duly acknowledged to me  
that she executed the same freely and voluntarily for the uses and purposes therein  
mentioned.

[SEAL]

*In witness whereof I have hereunto set my hand and  
official seal the day and year last above written.*

Jill F. Byrnes  
Jill F. Byrnes

Consul of the United States of America