

3ENATOR BUILDING SUITE 404 13899 BISCAYNE BOULEVARD MIAMI, FLORIDA 33181

January 16, 1997

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

Re: Dissolution FTL ENTERPRISES, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of FTL ENTERPRISES, INC.'s Articles of Dissolution and a check for \$87.50, representing payment for the following:

Filing Fee 35.00 Certified Copy Fee 52.50

Please file the original Articles of Dissolution and conform the copy. The conformed copy can be sent to the undersigned. thank you.

Very truly yours,

Law Office of Stuart A. Lipson By: Stuart A. Lipson, Esquire for the firm

enclosures

cc: FTL ENTERPRISES, INC.
(w/encl.)



JURISCONSULT

¥87.50

TEL: (305) 947-3000

FAX: (305) 948-9077

20000

ARTICLES OF DISSOLUTION PURSUANT TO § 607.1403 OF THE FLORIDA GENERAL CORPORATION ACT OF FTL ENTERPRISES, INC.

Department of State To: Tallahassee, Florida 32304

Date Paid Filing Fee

Pursuant to the provisions of Section 607.1403 of the Fl da. General Corporation Act, the undersigned corporation adopts ⁷the following articles of dissolution for the purpose of dissolving the corporation.

FIRST: That the name of the corporation is FTL ENTERPRISES, INC.

SECOND: That dissolution was authorized during a special meeting of shareholders held on December 27, 1996.

THIRD: That the dissolution of the corporation was approved by unanimous written consent of all shareholders. A copy of such written consent is attached to these articles.

Dated: December 27 1996.

FUT ENHERDRISES. I Bυ

WILLIAM ROYAL SEWARD, President

STATE OF FLORIDA COUNTY OF BROWARD

WILLIAM ROYAL SEWARD being duly sworn, deposes and says that he is PRESIDENT of FTENTERPRISES corporation mentioned and described in the foregoing instrument; that he has read and signed the same and that the statements contained therein are true.

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S

AM ROYAL

The foregoing instrument was acknow			
day of December, 1996, by WILLIAM ROYAL known to me or has produced	SEWARU	WIIO IS	as
identification and who did take an oath.	·	62	
	Notary	PubAic	
	Name!	TA	STUART A. LIPSON Hotary Public, Easte of Florida
	Address	一個	My Comm. expires Aug. 20, 1990 No. CO 474782
		14/25	Bunded They Milital Heland Sabias 1-(800) 723-0121

SHAREHOLDER WRITTEN CONSENT TO DISSOL FTL ENTERPRISES INC.

UNANIMOUS WRITTEN CONSENT WITHOUT MEETI

WHEREAS, at a special meeting of the Board of Directors of FTL ENTERPRISES., INDUly held at 6980 W. McNab Road, Tamarac, Diorida, on the 27 th day of December, 1996, the Board of Directors of this corporation duly adopted resolutions recommending the dissolution pursuant to the terms and conditions set forth in the Director's Resolution of 27 th day of December, 1996,; and

WHEREAS, since the corporation is insolvent, due to extensive outstanding debts and obligations and the questionable prospect of collecting sufficient receivables to generate cash to pay off liabilities as they come due; The corporation has no prospects of raising enough capital to pay off this liability. It is agreed that it is in the best interest of the corporation, and third parties to dissolve the corporation;

NOW, THEREFORE, each of the undersigned shareholders of said corporation, each holding of record at the close of business on the 27 th day of December, 1996, the number of shares entitled to vote hereinbelow set opposite his or her signature, consisting, in the aggregate, of shareholders entitled to exercise 100% of the voting power of said corporation on the aforesaid slate of record. does hereby approve and consent to the principal terms and conditions of the aforesaid;

The undersigned do further hereby authorize, and direct that:

1. The President of this corporation execute Articles of Dissolution;

2. That the President may take whatever steps are necessary or appropriate to carry out the intent of this resolution.

IN WITNESS WHEREOF, each of the undersigned has hereunto signed his name and set opposite thereto the date of signing and the number of shares entitled to vote held by such person of record at the close of business day December, 1996.

NAME	DATE OF SIGNING	NUMBER OF SHARES
William Royal Seward	<u>12/27.</u> , 1996	100