

LAW OFFICES  
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1900 PALM BAY ROAD, NORTHEAST  
SUITE G  
PALM BAY, FLORIDA 32905-7538

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NICHOLAS F. TSAMOUTALES  
DIA  
P93000036547  
December 16, 1996

Secretary of State of Florida  
Corporate Records  
P. O. Box 6327  
Tallahassee, FL 32314

900002032529--7  
-12/18/96--01064--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: PAIN & INK, INC.

Gentlemen:

Enclosed for filing relative to the captioned corporation are the following:

- Articles of Dissolution; and
- Resolution to Dissolve

Also enclosed is the firm's trustee check for the requisite filing fee.

Please see that this corporation is dissolved on December 31, 1996. Please return a file marked copy in the stamped, self-addressed envelop enclosed.

Should you have any questions, please contact me.

Very truly yours,

*Diana Tual*  
Diana Tual

DT/pod  
encls.

*DT*  
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FL Diss  
12-18-96

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DECEMBER 16 1996  
APPROVED  
AND  
FILED

ARTICLES OF DISSOLUTION

1. The name of the corporation is PAIN & INK, INC.
2. The names and respective addresses of its officers and directors are:

Daniel Panosian  
 1750 Shoreview Drive  
 Indialantic, FL 32903

Stormy Panosian  
 1750 Shoreview Drive  
 Indialantic, FL 32903

3. All debts, obligations and liabilities of the corporation have been paid or discharged.

4. No property remains for distribution to shareholders after applying it to the payment of the liabilities and obligations of the corporation.

5. There are no actions pending against the corporation in any court.

6. A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the date affixed thereto.

DATED this 7<sup>th</sup> day of Dec., 1996.

*[Signature]*  
 Daniel Panosian, President,  
 Director/Shareholder

*[Signature]*  
 Stormy Panosian, Secretary,  
 Treasurer/Director/Shareholder

SECRETARY OF STATE  
 TALLAHASSEE  
 FLORIDA

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APPROVED  
 AND  
 FILED

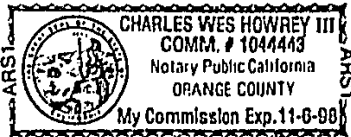
STATE OF California

COUNTY OF Orange

BEFORE ME personally appeared DANIEL PANOSIAN and STORMY PANOSIAN, who are all the officers, directors and shareholders of PAIN & INK,, INC., and acknowledged before me that they executed the foregoing Articles of Dissolution.

Subscribed and sworn to before me on the 7<sup>th</sup> day of Dec., 1996, by DANIEL PANOSIAN and STORMY PANOSIAN. They are personally known to me or produced Drivers License as identification.

*[Signature]*  
 NOTARY PUBLIC,  
 Commission No. 1044443  
 Commission Expires: Nov. 6, 1998



WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS  
IN LIEU OF SPECIAL MEETING OF THE STOCKHOLDERS  
AND BOARD OF DIRECTORS PURSUANT TO SECTIONS 607.1403  
OF THE FLORIDA GENERAL CORPORATION ACT

at a Meeting to Liquidate and Dissolve

PAIN & INK, INC.

The undersigned, being all of the shareholders 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 Section 6043 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 and they hereby are authorized and directed to:

1. File Form 966 with the District Director of Internal Revenue Service at Chamblee, Georgia, together with a copy of this consent;
2. Transfer all the assets of the corporation to the stockholders of the corporation;
3. Distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation;
4. File a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida;
5. 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
6. Provide for the payment of any indebtedness owned by the corporation to any creditors or lienors; and

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

Dated: DEC 7<sup>th</sup> 96

  
DANIEL PANOSIAN, Shareholder  
and Director

  
STORMY PANOSIAN, Shareholder  
and Director

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED