

Division of Corporations

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Division of Corporations
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DISSOLUTION**SMOKESAFE CORPORATION**

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ARTICLES OF DISSOLUTION FOR SMOKESAFE CORPORATION

Pursuant to Section 607.1403, Florida Statutes, the undersigned corporation hereby submits the following for the purpose of dissolving the corporation:

ARTICLE I

The name of the corporation is SmokeSafe Corporation.

ARTICLE II

The dissolution was authorized and became effective on December 31, 1999.

ARTICLE III

The dissolution was approved by all the shareholders and all the directors of the Corporation by Joint Written Consent in Lieu of a Special Meeting of the Board of Directors and Shareholders of SmokeSafe Corporation effective as of December 31, 1999, which is sufficient for dissolution of the Corporation.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of the Corporation by its duly authorized officer on December 31, 1999.

SMOKESAFE CORPORATION

By: 
Frances Morton, its President

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EXHIBIT A**PLAN OF COMPLETE
LIQUIDATION AND DISSOLUTION**

This Plan and Complete Liquidation and Dissolution (the "Plan") of SmokeSafe Corporation, a Florida corporation (the "Corporation"), is intended to effectuate the liquidation (including making adequate provisions for the liabilities of the Corporation) and dissolution of the Corporation.

1. Approval Of Plan. This Plan shall be effective upon receiving the recommendation and approval by the Board of Directors and the Consent of the sole shareholder of the Corporation.

2. Execution Of The Plan. Upon the Plan being approved and consented to pursuant to paragraph 1, the Corporation shall be deemed to:

- (a) Tax-Related Documents. Authorize and direct its officers to execute and file all forms, certificates, papers and any other documents as may be required by local, state and/or federal tax agencies before the Corporation may be dissolved.
- (b) Liquidation. Authorize and direct its officers to sell, exchange, or otherwise dispose of or reduce to cash all of the assets, properties or rights of the Corporation exclusive of any assets to be distributed in kind, pro rata, to the shareholders of the Corporation. The liquidation of assets pursuant to this paragraph shall be consummated as expeditiously as practicable.
- (c) Provision For Obligation. Authorize and direct its officers to pay or make provision for the payment of all obligations and liabilities of the Corporation, including local, state and federal tax liabilities. The officers shall also ascertain the extent of any contingent liabilities, if any, and where deemed necessary make provision for a reserve to ensure payment for such contingent liabilities.

(d) Distribution Of Assets. Authorize and direct its officers to make pro rata distributions to the sole shareholder of the assets of the Corporation either in kind or the proceeds resulting from the sale or other disposition of its assets, and/or rights in complete cancellation or redemption of all outstanding stock of the Corporation. Such distributions are to be made only from such assets, properties and/or rights of the Corporation as remain after provision has been made to pay all of the liabilities of the Corporation, including any reserve established to meet contingent liabilities.

(e) Withdrawal From Other Jurisdictions. Authorize and direct officers to withdraw the Corporation from all jurisdictions in which it is qualified to do business.

3. Authorization Of All Necessary Acts. The sole director and officers of the Corporation are further authorized and directed to adopt all resolutions, execute and file all certificates, documents, forms and papers, and to take all other actions they deem necessary or desirable for the purpose of carrying out this Plan and effecting the complete liquidation of the Corporation's assets, winding up its business and affairs and effecting its dissolution.