

MOSCOWITZ  
STARKMAN &  
MAGOLNICK

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37th Floor  
Miami, Florida 33131

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P93000062284

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

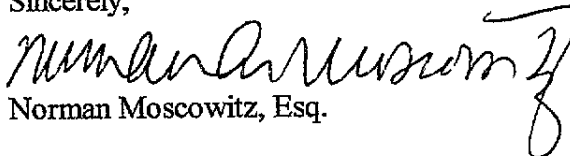
Re: N.A. Moscowitz, P.A.  
Tax Id # 65-0434414

500004008185--8  
-04/13/01--01059--019  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

I have enclosed the Articles of Dissolution for N.A. Moscowitz, P.A. for filing. I have also enclosed check number 953 in the amount of \$43.75 for the cost of filing and a certified copy of the Dissolution.

If you have any questions, please do not hesitate to call.

Sincerely,

  
Norman Moscowitz, Esq.

NM/kg  
Enclosure

FILED  
01 APR 13 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dissolution

T BROWN APR 19 2001

## ARTICLES OF DISSOLUTION

FILED  
01 APR 13 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: N.A. Moscowitz, P.A.

SECOND: The date dissolution was authorized: December 31, 2000

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

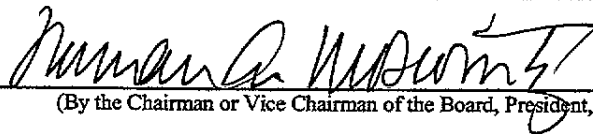
*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

\_\_\_\_\_  
(voting group)

Signed this 8 day of March, 2001.

Signature



(By the Chairman or Vice Chairman of the Board, President, or other officer)

Norman Moscowitz

(Typed or printed name)

President

(Title)

**WRITTEN CONSENT TO CORPORATE ACTION  
BY BOARD OF DIRECTORS AND SHAREHOLDERS OF  
N.A. MOSCOWITZ, P.A.**

The undersigned, the sole member of the Board of Directors and the sole shareholder of N.A. MOSCOWITZ, P.A., a Florida corporation (the "Corporation"), does hereby waive any and all requirements for notice of the time, place and purpose of a special meeting of the Board of directors and shareholders of the Corporation and does hereby consent, pursuant to the provisions of Sections 607.0821 and 607.0704 of the Florida Business Corporation Act, to the adoption of, and hereby does adopt, the following preamble, resolutions and the actions specified therein:

WHEREAS, the Corporation has ceased conducting business, except insofar as may be necessary for the winding up thereof, and is not intended to be engaged in any further business;

AND, WHEREAS, all liabilities and obligations of the Corporation have been paid or discharged or adequate provision has been made, or is being made, therefor;

NOW, THEREFORE, be it

RESOLVED, that, upon recommendation by the Board of Directors of the Corporation, the Corporation be, and it hereby is authorized, empowered and directed to be, liquidated and voluntarily dissolved pursuant to the following Plan of Liquidation and Dissolution in accordance with Section 331 of the Internal Revenue Code of 1986, as amended:

- A. The President of the Corporation is authorized and directed to proceed promptly to wind-up the Corporation's affairs; to sell or convey the remaining assets of the Corporation under such terms as in such officer's sole discretion shall be deemed proper, necessary, advisable or desirable; to pay or provide for any remaining liabilities and obligations of the Corporation; to establish a reserve in a reasonable amount to meet known liabilities and obligations of the Corporation and to pay any estimated, unascertained or contingent liabilities, expenses or obligations of the Corporation, if such a reserve is deemed necessary, proper, advisable or desirable in such officer's sole discretion, and to distribute sales proceeds and any other assets of the Corporation, subject to any remaining liabilities and obligations of the Corporation, to the sole shareholder of the Corporation, or such shareholder's duly appointed liquidating trustee, in cancellation of such shareholder's shares:

- B. If a reserve established to meet liabilities and obligations of the Corporation is maintained, the President of the Corporation is authorized, empowered and directed to arrange for the distribution of any unused balance of the reserve to the sole shareholder of the Corporation, or such shareholder's duly appointed liquidating trustee, as soon as practical; and
- C. The President of the Corporation is authorized, empowered and directed to take all appropriate and necessary action to dissolve the Corporation in accordance with the Florida Business Corporation Act as soon as practical;

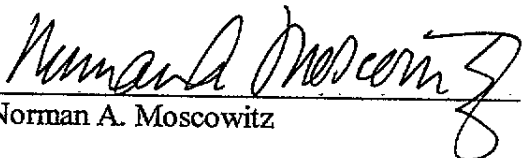
RESOLVED, that the President of the Corporation be, and he hereby is, authorized, empowered and directed to execute and deliver any and all documents, to pay all expenses and taxes and to take any and all further actions, as in such officer's sole discretion shall be deemed to be necessary, proper or advisable in order to consummate the liquidation and voluntary dissolution of the Corporation, or to fully accomplish the purposes and carry out the intent of the foregoing resolution, including, without limitation, the execution and filing with the Secretary of State of the State of Florida of Articles of Dissolution of the Corporation;

RESOLVED, that the taking of any action or the execution and delivery of any document authorized by the foregoing resolutions, and each of them, in the name and on behalf of the Corporation by its President be, and it hereby is authorized and empowered to be, deemed conclusive proof of the approval thereof; and

RESOLVED, that the authorities hereby conferred shall be deemed retroactive, and any and all acts authorized herein that were performed prior to the passage of these resolutions be, and they hereby are, approved, ratified and confirmed in all respects.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent in order to give his consent thereto effective as of the 31st day of December, 2000.

SOLE DIRECTOR/SOLE SHAREHOLDER:

  
Norman A. Moscovitz