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SECURITIES/  
CORPORATE DEPT.  
FACSIMILE  
(561) 845-0108

April 27, 1998

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

Re: Articles of Dissolution of  
**TEMSEN, INCORPORATED**  
Our File No. 94642.000

400002506644--6

-04/30/98--01060--021

\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the subject Articles of Dissolution. Upon filing, please return the certified copy of the Articles of Dissolution to the undersigned.

Our check in the amount of \$87.50 is enclosed in payment of the following fees:

Filing fees	\$ 35.00
Certified copy of Articles	\$ 52.50
	<hr/>
	\$ 87.50

Your prompt assistance in this matter is greatly appreciated.

Very truly yours,

Larissa K. Lincoln  
Legal Assistant

a:\dissol.ltr  
enclosures

cc: Gerard Belilty

P.S. PLEASE NOTE THAT THIS DISSOLUTION IS TO BE EFFECTIVE MAY 1, 1998.

FILED  
98 APR 30 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
5-1-98

Dissolution

5/7

EFFECTIVE DATE

5-1-98

ARTICLES OF DISSOLUTION  
OF  
TEMCCEN, INCORPORATED

FILED  
98 APR 30 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is TEMCCEN, INCORPORATED.
2. The names and addresses of its officers are:

<u>Name</u>	<u>Address</u>
Gerard Belilty, President	2850 Biarritz Dr. Palm Beach Gardens, FL 33410
Edith Belilty, Secretray	2850 Biarritz Dr. Palm Beach Gardens, FL 33410
Bella Belilty, Vice President	5600 Poinsettia Ave. West Palm Beach, FL

3. The names and addresses of its directors are:

Gerard Belilty	2850 Biarritz Dr. Palm Beach Gardens, FL 33410
Edith Belilty	2850 Biarritz Dr. Palm Beach Gardens, FL 33410
Bella Belilty	5600 Poinsettia Ave. West Palm Beach, FL


4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.

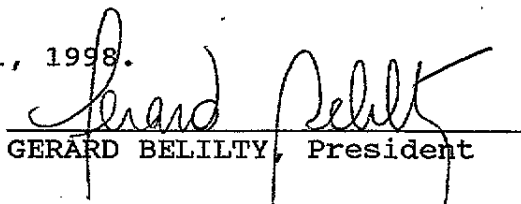
5. All the remaining property and assets, if any, of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

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

7. An executed copy of the written consent to dissolve is attached, said dissolution to be effective May 1, 1998. Such written consent has been signed by all shareholders of the corporation.

DATED: This 23 day of April, 1998.

  
EDITH BELILTY, Secretary

  
GERARD BELILTY, President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME personally appeared GERARD BELILTY and EDITH BELILTY, who are the President and Secretary respectively, of TEMCEN, INCORPORATED, a Florida corporation, and who are personally known to me or who have provided \_\_\_\_\_ as identification and who did (did not) take an oath, and who acknowledged before me that they executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 23 day of April, 1998.

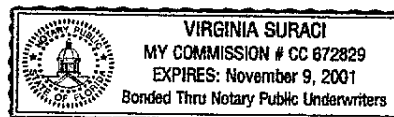
NOTARY PUBLIC:

Sign: Virginia Suraci

Print: VIRGINIA SURACI  
Notary Public, State of  
Florida

My commission expires:

c:\wpdocs\corporate\belilty.dis



**WRITTEN CONSENT OF THE STOCKHOLDERS IN  
LIEU OF SPECIAL MEETING OF THE STOCKHOLDERS  
OF  
TEMCEN, INCORPORATED**

The undersigned, being all of the stockholders of TEMCEN, INCORPORATED, in accordance with Florida Statutes Section 607.394, hereby take the following actions by written consent in lieu of a Special Meeting of the Stockholders:

BE IT RESOLVED, that the corporation be dissolved effective May 1, 1998, in accordance with the provisions of Section 336 and 338 of the Internal Revenue Code of 1986, as amended or replaced; and

FURTHER RESOLVED, that the officers, directors and the accountant for the corporation be and they hereby are authorized and directed to:

1. File Form 966 within 30 days after the date hereof with the District Directors of Internal Revenue Service at Chamblee, Georgia, together with a copy of this consent;

2. Transfer all of the assets, if any, of the corporation to the sole stockholder of the corporation, subject to any unpaid liabilities in reduction and in cancellation of all the outstanding stock of the corporation;

3. File Articles of Dissolution with the Secretary of State in Tallahassee, Florida;

4. 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 owed by the corporation to any creditors or lienors; and

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

DATED: April 23, 1998.

  
GERARD BELILTY