

P94000004737



ACCOUNT NO. : 072100000032

REFERENCE : 869887 11758A

AUTHORIZATION :

COST LIMIT : \$ 87.50

FILED
98 JUN 25 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 25, 1998

ORDER TIME : 10:56 AM

ORDER NO. : 869887-010

800002572318--2

CUSTOMER NO: 11758A

CUSTOMER: Jeffrey S. Wachs, Esq
Doumar Curtis Cross Laystrom
1177 Southeast Third Avenue

Fort Lauderdale, FL 33316

DOMESTIC FILINGS

NAME: C.O. ENTERPRISES, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
98 JUN 25 AM 11:18
DIVISION OF CORPORATION

CC

Diss.
6-25-98

ARTICLES OF DISSOLUTION

OF

C.O. ENTERPRISES, INC..

C.O. ENTERPRISES, INC., by its President and Secretary, for the purpose of complying with the provisions of Section 607.1403 relating to the filing of Articles of Dissolution, does hereby execute the following Articles of Dissolution.

1. Name of the corporation: C.O. ENTERPRISES, INC.

2. Name and address of its officers:

Sheldon Katz, President

6251-A Park of Commerce Blvd., N.W.

Boca Raton, FL 33487

Mike McIntosh, Vice President

6251-A Park of Commerce Blvd., N.W.

Boca Raton, FL 33487

Anthony Zappitelli, Treasurer

6251-A Park of Commerce Blvd., N.W.

Boca Raton, FL 33487

Linda Luisa, Secretary

6251-A Park of Commerce Blvd., N.W.

Boca Raton, FL 33487

3. Name and address of its directors:

Sheldon Katz

6251-A Park of Commerce Blvd., N.W.

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TALLAHASSEE, FLORIDA

Boca Raton, FL 33487

Fred Lieberman

6251-A Park of Commerce Blvd., N.W.

Boca Raton, FL 33487

Anthony Zappitelli

6251-A Park of Commerce Blvd., N.W.

Boca Raton, FL 33487

4. The foregoing dissolution was adopted by the Board of Directors and approved by the majority of the Shareholders of the Corporation on the 15th day of June, 1998.

5. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provisions have been made therefor.

6. All remaining property and assets of the corporation have been distributed to its shareholders.

7. There are no actions pending against the corporation in any court or adequate provision has been made for the satisfaction of any judgment, order or decree that may be entered against it in any pending action.

IN WITNESS WHEREOF, the President and Secretary have executed these Articles of Dissolution, this 15th day of June, 1998.

ATTEST:

C.O. ENTERPRISES, INC.

By: Linda Luisi
LINDA LUISI

By: Sheldon Katz
SHELDON KATZ

STATE OF FLORIDA)

SS:

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared SHELDON KATZ, President of the Corporation, to me known to be the person described herein or produced _____ as identification and who executed the foregoing Articles of Dissolution and he acknowledged before me that he executed the same for purposes therein expresses.

WITNESS my hand and seal in the county and state named above, this 15th day of June, 1998.

Shawn Anne Agnini

Notary Public, State of Florida

Print Name: Shawn Anne Agnini

Commission Number: CC578590

My Commission Expires: September 6, 2000



Shawn Anne Agnini
MY COMMISSION # CC578590 EXPIRES
September 6, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA)

SS:

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared LINDA LUISI, Secretary of the Corporation, to me known to be the person described herein or produced _____ as identification and who executed the foregoing Articles of Dissolution and she acknowledged before me that she executed the same for purposes therein expresses.

WITNESS my hand and seal in the county and state named above, this 15th day of June, 1998.

Shawn Anne Agnini

Notary Public, State of Florida

Print Name: Shawn Anne Agnini

Commission Number: CC578590

My Commission Expires: September 6, 2000



Shawn Anne Agnini
MY COMMISSION # CC578590 EXPIRES
September 6, 2000
BONDED THRU TROY FARM INSURANCE, INC.

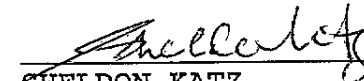
WRITTEN CONSENT BY
THE SHAREHOLDERS AND DIRECTORS OF
C.O. ENTERPRISES, INC.

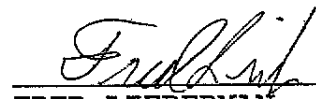
Pursuant to F.S. 607.0821 and F.S. 607.0704, the undersigned, constituting all of the Directors and Shareholders of C.O. ENTERPRISES, INC. (the "Corporation") do hereby consent to and approve the following actions:

RESOLVED, that the Board of Directors do hereby authorize the dissolution of the Corporation effective the 30th day of June, 1998, in accordance with the Plan of Dissolution and Complete Liquidation attached hereto; and be it;

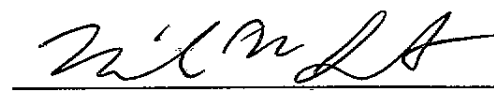
FURTHER RESOLVED, that the proper officers of the Corporation, be and hereby are, authorized, empowered and directed to do all such acts and things and to execute, acknowledge and deliver all such documents as may, in their discretion, be deemed necessary or desirable to carry out and comply with the terms and provisions of this resolution, and all acts and doings of the officers of the Corporation which are in conformity with the intent and purpose of this resolution whether heretofore or hereafter taken and done shall be and the same are hereby in all respects, ratified, confirmed and approved.

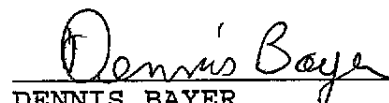
DATED: June 15, 1998


SHELDON KATZ
Director and Shareholder


FRED LIEBERMAN
Director and Shareholder

SEE ATTACHED
ANTHONY ZAPPITELLI
Director and Shareholder

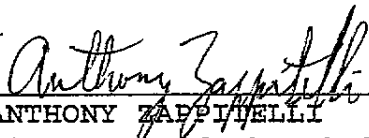

MIKE MCINTOSH
Shareholder


DENNIS BAYER
Shareholder

DATED: June 15, 1998

SHELDON KATZ
Director and Shareholder

FRED LIEBERMAN
Director and Shareholder


ANTHONY ZAPPITELLI
Director and Shareholder

MIKE MCINTOSH
Shareholder

DENNIS BAYER
Shareholder

PLAN OF DISSOLUTION AND COMPLETE LIQUIDATION

The following plan of Dissolution and Complete Liquidation, (hereinafter called the "Plan"), shall be effective upon the adoption and approval of the Plan at a meeting of shareholders by the affirmative vote of the majority of the holders of record of the outstanding shares of C.O. ENTERPRISES, INC., (hereinafter called the "Corporation"). The day of such adoption and approval by the shareholders is hereinafter called the "Effective Date".

1. Dissolution. As promptly as practicable after the Effective Date of the Plan, the Corporation shall be dissolved in accordance with the laws of the State of Florida.

2. Cessation of Business. After the Effective Date, the Corporation shall not engage in any business activities except for the purpose of preserving the value of its assets, adjusting and winding up its business and affairs, and distributing its assets in accordance with the Plan. The directors and officers now in office shall continue in office solely for these purposes.

3. Payment of Debts. All known or ascertainable liabilities of the Corporation shall be promptly paid or provided for. There shall also be set aside, in cash, securities or other assets, a reserve fund in an amount estimated by the directors to be necessary for the payment of estimated expenses, taxes, and contingent liabilities.

4. Restrictions on Transfer of Shares. The proportionate interest of shareholders in the assets of Corporation shall be fixed on the bases of their respective shareholdings at the close of the business on the Effective Date of the Plan.

5. Liquidation Distribution. At such time as the Board of Directors of the Corporation may determine that all liabilities of the Corporation have been paid or provided for, including all costs of affecting and administering the Plan, the directors shall transfer any assets remaining to the shareholders, on a pro rata basis.

6. Power of the Board of Directors. The Board of Directors shall have authority to do or authorize any and all acts and things as provided for in the Plan and any and all such further acts and things as may be considered desirable to carry out the purposes of the Plan. The directors shall have authority to authorize such variations from or amendments of the provisions of the Plan as may be necessary or appropriate to effectuate and dissolution and complete liquidation of the Corporation, and the distribution of its assets to its shareholders in accordance with the laws of the State of Florida.

I hereby certify that this is a true copy of the Plan of
Dissolution adopted by the shareholders of C.O. ENTERPRISES, INC.
on June 15, 1998.



SHELDON KATZ, President