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JOEL REINSTEIN

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September 19, 1997

AIRBORNE

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

FILED  
97 SEP 22 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE, FL  
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-09/22/97 01163-020  
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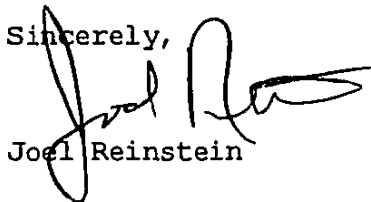
Re: EQUITEL AGENCY SERVICES, INC.

Dear Sir or Madam:

Enclosed for filing are the Articles of Dissolution effective December 31, 1996 for the above-referenced corporation, together with our check in the amount of \$35.00, representing your filing fee. Please return a filed copy in the self-addressed stamped envelope.

Thank you for your cooperation in this matter.

Sincerely,



Joel Reinstein

JR/wsm  
Enclosures-check  
cc: Dr. Joseph M. Vinci

StateDis.ltr

VOIDLS  
10/26  
9/26

**ARTICLES OF DISSOLUTION  
OF  
EQUITEL AGENCY SERVICES, INC.**

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purposes of dissolving the corporation:

1. The name of the corporation filing these Articles of Dissolution is Equitel Agency Services, Inc. (the "Corporation").

2. The name and address of the Corporation's sole officer is:

Joseph M. Vinci  
Glades Tower, 4th Floor  
950 Glades Road  
Boca Raton, Florida 33431

President, Secretary  
and Treasurer

3. The name and address of the Corporation's sole Director is:

Joseph M. Vinci  
Glades Tower, 4th Floor  
950 Glades Road  
Boca Raton, Florida 33431

4. The Corporation has made adequate provision for the payment and discharge of all liabilities and obligations.

5. The Corporation has distributed all its remaining assets and property to its Shareholders.

6. Adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the Corporation in any pending action.

7. The Corporation elected to dissolve by written consent of its sole Shareholder and sole Director as of December 31, 1996.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned President of Equitel Agency Services, Inc.  
has executed these Articles of Dissolution on behalf of the Corporation as of the 30<sup>th</sup> of  
July, 1997.

EQUITEL AGENCY SERVICES, INC., a Florida  
corporation

By: \_\_\_\_\_

Joseph Vinci, President

## **EXHIBIT "A"**

### **PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION**

1. **Plan of Liquidation.** This Plan of Complete Liquidation and Dissolution ("Plan") is intended to accomplish the complete liquidation and dissolution of **EQUITEL AGENCY SERVICES, INC.**, a Florida corporation ("Corporation"), through the distribution of all the Corporation's assets to its Shareholders in complete liquidation of the Corporation, pursuant to Florida Statutes 607.1402 and 607.1403, and in accordance with Section 331 of the Internal Revenue Code of 1986, as amended ("Code"). Such liquidation and dissolution shall be accomplished in the manner stated in this Plan.

2. **Approval.** This Plan will be considered adopted by the Corporation when approved and adopted by the Board of Directors, and upon the approval and adoption thereof by the Shareholders of the Corporation.

3. **Liquidation Period.** The "Liquidation Period" shall mean the period in which the Corporation shall liquidate and distribute any and all of its assets of any kind whatsoever to its Shareholders in accordance with their respective rights and interest. Such assets shall be distributed, and the dissolution, shall be effected as soon as practicable.

4. **Abandonment.** Upon the approval of the Plan by the Shareholders of the Corporation, the Board of Directors of the Corporation may not, without further action by the Shareholders, abandon this Plan.

5. **Winding Up of Business.** During the Liquidation Period, the Corporation shall continue its business to the extent necessary to collect accounts receivable, sell corporate assets, pay accounts payable and liabilities, and otherwise conduct business

consistent with the objective of the Corporation to distribute all of its assets to its Shareholders and wind up its affairs, pursuant to this Plan.

6. Final Distribution of Assets. Not later than the end of the Liquidation Period, all assets of the Corporation not previously distributed shall be distributed to the Shareholders of the Corporation. In no event shall any amount be retained by the Corporation beyond the end of the Liquidation Period to meet the claims of the Shareholders with respect to the Corporation's stock in view of the dissolution and liquidation of the Corporation.

7. Cancellation of Outstanding Shares. The foregoing distributions in complete liquidation shall be solely in exchange for, in complete redemption and cancellation of, and in payment for, all of the outstanding shares of stock of the Corporation (the "Shares"). The Shareholders shall surrender their certificates for the Shares to the Secretary of the Corporation for recording the receipt of distributions in respect of the Shares upon the final distribution in respect of the dissolution and liquidation of the Corporation.

8. Filing. Within 30 days from the date of the adoption of this Plan, the officers of the Corporation shall file Treasury Department Form 966 with the appropriate offices of the Internal Revenue Service, together with a certified copy of the resolutions adopting this Plan.

Upon the final distribution of all the assets of the Corporation, the officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and timely file a final federal income tax return and a final state income tax return on behalf of the Corporation, and such other forms as are appropriate.

9. State Filing Requirements. After all of the assets of the Corporation have been distributed in complete redemption of the Shareholders' Shares in the Corporation, the appropriate officers and directors of the Corporation shall cause to be filed with the Florida Department of State, Division of Corporations, the necessary documents pursuant to the appropriate provisions of Sections 607.1402, Florida Statutes, as that statute presently exists or as may be amended, to effect a complete statutory dissolution of the Corporation, and to do such other actions as are required, including filing all necessary documents.

10. Authorization of Necessary Acts. The officers and directors of the Corporation shall have the power and authority to adopt all resolutions and execute all documents, and are hereby authorized, empowered and directed to execute all documents, file all papers and take whatever action as they may deem necessary or desirable for the purpose of effecting the complete liquidation and dissolution of the Corporation, and for carrying out the other purposes and intentions of the Plan, so long as any such action shall not be inconsistent with the Plan or the provisions of Code Section 331 and the Treasury Regulations issued hereunder. The officers shall be held harmless by the Corporation for any action under this Plan taken in good faith, and any expense or liability so incurred.

11. Intent. It is intended that this Plan shall be a plan of complete liquidation within the terms of Code Section 331. This Plan shall be deemed to authorize such action as, in the opinion of counsel, may be necessary to conform with the provisions of Code Section 331.