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June 3, 1998

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

900002552209--6
-06/09/98-01017-002
*****35.00 *****35.00

Re: Articles of Dissolution - Cho-Mar, Inc.

Dear Sir or Madam:

Please find enclosed for filing the articles of dissolution for Cho-Mar, Inc., along with the appropriate filing fee. If you have any questions, or if changes are necessary, please call me.

Sincerely,



Paulette Clark

Legal Assistant to Robb R. Maass

Enclosure

FILED
98 JUN -9 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Diss.
6-11-98
CC

0096509.01PCLARK

**ARTICLES OF DISSOLUTION
OF CHO-MAR, INC.
PURSUANT TO 607.1402 AND 607.1403 OF
THE FLORIDA BUSINESS CORPORATION ACT**

**FILED
98 JUN -9 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

To: Department of State
Tallahassee, Florida 32304

Date Paid
Filing Fee \$

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, Cho-Mar, Inc. (the "Corporation") adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the corporation is Cho-Mar, Inc.
2. The Corporation's dissolution was authorized on May 8, 1998, by written consent signed by its sole shareholder and director, a copy of which is attached to these articles. As indicated in the written consent, the sole shareholder approved the dissolution, and his consent alone was sufficient for approval.

3. The names and respective addresses of the officers of the Corporation are as follows:

<u>Name</u>	<u>Officer</u>	<u>Address</u>
J. Scott Chotin, Sr.	President	2200 S. Ocean Lane Apt. 1809 Fort Lauderdale, FL 33316
Robert B. Wayne	Treasurer	P.O. Box 217 N. Syracuse, NY 13212

4. The name and address of the director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
J. Scott Chotin, Sr.	2200 S. Ocean Lane Apt. 1809 Fort Lauderdale, FL 33316

5. All debts, obligations, and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.

6. All the property and assets of the Corporation remaining after payment of all debts, obligations, and liabilities of the Corporation have been distributed to its sole shareholder in accordance with his rights and interests.

7. There are no actions pending against the Corporation in any court.

DATE: May 9, 1998

Cho-Mar, Inc.

By: J. Scott Chastain Sr.
Its

**WRITTEN CONSENT OF SOLE SHAREHOLDER AND DIRECTOR
OF CHO-MAR, INC., A FLORIDA CORPORATION,
IN LIEU OF A SPECIAL MEETING**

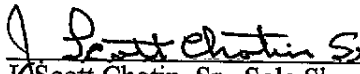
The undersigned, being the sole shareholder and director of Cho-Mar, Inc., a Florida corporation (the "Corporation"), hereby takes the following written action as of May 8, 1998, in lieu of holding a meeting regarding same, all pursuant to the terms of Sections 607.0704 and 607.0821, Florida Statutes:

RESOLVED, that the Board of Directors hereby recommends to the Shareholder that the Corporation be dissolved, and the Shareholder hereby adopts such recommendation to dissolve the Corporation, effective May 8, 1998;

FURTHER RESOLVED, that the Corporation shall take the necessary steps to dissolve as of May 8, 1998, and shall distribute to J. Scott Chotin, Sr., the Corporation's sole Shareholder, all of the property and assets of the Corporation that remain after payment of all its debts, obligations, and liabilities; and

FURTHER RESOLVED, that the officers and Director of the Corporation are hereby authorized and directed to take any and all action necessary to effectuate the foregoing resolution.

DATE: May 8, 1998


J. Scott Chotin, Sr., Sole Shareholder and Director