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BRUCE S. ROSENWATER & ASSOCIATES, P.A.

ATTORNEYS AT LAW

REPLY TO:  
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BRUCE S. ROSENWATER  
ADMITTED TO FLORIDA AND OHIO BARS

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November 12, 1999

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

Re: Title Evidence, Inc.  
Dissolution of Corporation


300003044173--4  
-11/15/99--01096--020  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Dear Sir or Madam:

Enclosed please find an original and 2 copies of Articles of Dissolution of Title Evidence, Inc., together with our check in the sum of \$43.75 in payment of the filing fee, and one (1) certified copy. A self-addressed, stamped envelope is also enclosed to facilitate your convenience in returning the certified copy and date stamped copy of the Articles.

Very truly yours,

BRUCE S. ROSENWATER & ASSOCIATES, P.A.

  
Sandra L. Preble, Legal Assistant  
To Bruce S. Rosenwater  
For the Firm

BSR/sp  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION  
OF  
TITLE EVIDENCE, INC.**

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

**ARTICLE I**

NAME OF CORPORATION

The name of the corporation is Title Evidence, Inc. The principal office, if known, or the mailing address of the Corporation is: 321 8<sup>th</sup> Street, West Palm Beach, Florida 33401.

**ARTICLE II**

DATE OF FILING

The date of filing the Corporation was August 19, 1994.

**ARTICLE III**

The Dissolution was authorized by the resolution of the Board of Directors on October 29<sup>th</sup>, 1999, and by vote of the shareholders on October 29<sup>th</sup>, 1999.

**ARTICLE IV**

Of the 10,000 shares outstanding entitled to vote on the matter of dissolution, 10,000 voted for dissolution. No voting by classes required, and the foregoing vote is sufficient for approval of dissolution.

Dated this 29<sup>th</sup> day of October, 1999.

TITLE EVIDENCE, INC.

By: [Signature]  
Harry S. Pinner, Jr., President

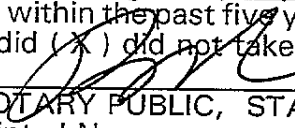
Attest: [Signature]  
Secretary

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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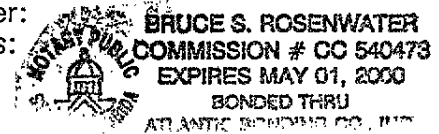
STATE OF FLORIDA :  
COUNTY OF PALM BEACH :

The foregoing Articles of Incorporation were acknowledged before me this 29<sup>th</sup>  
day of October, 1999, by Harry M. Penner, Jr., who ( ) is personally known to me  
or ( ) has produced the following identification drivers license  
\_\_\_\_\_ which is current or has been issued within the past five years and bears a serial  
or other identifying number and who ( ) did ( ☒ ) did not take an oath.

  
NOTARY PUBLIC, STATE OF FLORIDA  
Printed Name:

Commission Number:

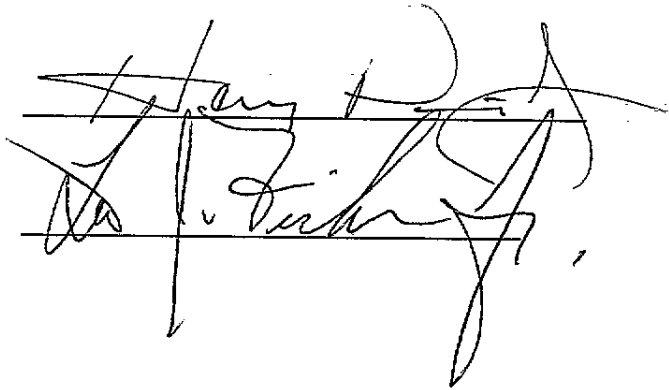
Commission expires:



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## CONSENT OF SHAREHOLDERS TO DISSOLUTION

The undersigned, being the holders of all outstanding shares of Title Evidence, Inc., do hereby consent to the voluntary dissolution of said corporation and do authorize the president or a vice president and the secretary of said corporation to execute and file duplicate originals of articles of dissolution with the Secretary of State of Florida.

Two handwritten signatures are written over two horizontal lines. The top signature is more complex and stylized, while the bottom signature is simpler and more legible.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## PLAN OF COMPLETE LIQUIDATION

1. Title Evidence, Inc., a corporation organized by and under the laws of the State of Florida, shall proceed to a complete liquidation according to the procedures set forth in this Plan.
2. The Plan shall be approved by the Board of Directors at a meeting called for that purpose, and upon such approval, the Plan shall be deemed to have been adopted. Notice of adoption of the Plan shall be given to the Director of the Internal Revenue, in the appropriate office, within thirty (30) days thereafter, in accordance with F.S., Section 643 of the Internal Revenue Code, upon appropriate form as prescribed in said Code.
3. The Shareholders of said Corporation shall promptly meet, upon a proper call for such meeting, to consider resolution ratifying the action of the Board of Directors, after having examined the Plan of proposed terms and conditions for the sale of all of its assets. The affirmative vote of holders of record, and entitled to vote, of at least two-thirds of all outstanding shares, shall be necessary to pass the resolution, and no agreement for the sale of the Corporation's assets shall be binding unless the Plan is thus approved by the Shareholders.
4. Upon the adoption of this Plan of Complete Liquidation, the Corporation shall thereupon do no further business unless it be necessary to wind up its affairs. The Corporation shall sell its assets publicly or by private sale, and pay or provide for its debts and liabilities.
5. The Directors shall declare and issue partial distributions resulting from the sale, and from its surplus, if any, to the Shareholders, as soon as practicable thereafter. Such distribution shall be made prior to January 1, 2000, Plan of Complete Liquidation, except that the Corporation may either retain sufficient cash or property or meet claims, or require the buyer or buyers of the corporate assets to assert any claim, or claims, for liability prior to the expiration of said twelve month period.

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Plan of Complete Liquidation  
Page Two

6. After the consummation of the sale of the corporate assets under this Plan, the Corporation shall be dissolved in accordance with the Laws fo the State of Florida, and, after the payment of the liabilities of the Corporation, and less any amounts needed to meet claims the balance shall be distributed to the shareholders in the proportions of their holding of the total stock issued and outstanding. Such distribution shall be made prior to January 1, 2000.
7. The Officer of the Corporation, so authorized by the Board of Directors, and by law, shall perform such acts as are necessary to carry out the details of the Plan, shall execute, acknowledge and deliver all deeds, bills of sale, and any other documents necessary to transfer the Corporation's assets and to carry out the Plan as hereinbefore set forth.

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