

P94000063053



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 17, 1998

Andrew S. Destephen
5219 Blvd. East, Bsmt.
West New York, NJ 07093

SUBJECT: GXR, INC.
Ref. Number: P94000063053

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-07/21/98--01009--014
*****35.00 *****35.00

We have received your document for GXR, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The subject corporation was administratively dissolved on September 26, 1997 for failure to file the 1997 annual report. If you still want to file these articles of dissolution, please return the document along with the filing fee of \$35.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 098A00033621

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 21 PM 1:36

RECEIVED
11:18 AM
98 JUL 20
DIVISION OF CORPORATIONS

DISS.

7/22/98

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Articles of Dissolution

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUL 21 PM 1:36

GXR, INC., by and through its president and secretary, hereby files these, its Articles of Dissolution and states:

1. The name of the corporation is GXR, INC.
2. The names and respective addresses of its officers are as follows:
Andrew Destesphen, 5219 Blvd. East, West New York, NJ 07093
3. The names and respective addresses of its directors are as follows:
Andrew Destesphen, 521 Blvd. East, West New York, NJ 07093
4. All liabilities and obligations of the corporation have been paid, or discharged, or adequate provision for payment of the same has been made by the directors and shareholders of the corporation.
5. All property and assets of the corporation have been distributed among the shareholders in accordance with their respective rights and interest after payment of making provisions for payment of liabilities and obligations of the corporation.
6. There are no actions pending against the corporation in any court that adequate provision for payment thereof has not been made for the satisfaction of any potential judgement, order, or decree which may be entered against the corporation.
7. The corporation elected to dissolve by act of the corporation, a copy of the resolutions to dissolve and statement that such resolution was adopted by the shareholders of the corporation on the 26th day of September, 1997.

Date this 26th day of September, 1997

GXR, INC.

By:


Andrew Destesphen, President

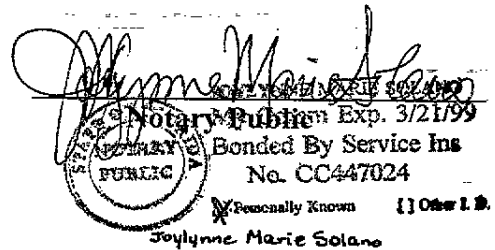
By:


Andrew Destesphen, Secretary

State of Florida:
County of Orange:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared to me known to be the person described in and who executed the forgoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of September, 1997.

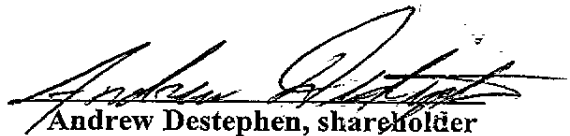


SHAREHOLDERS CONSENT TO DISSOLUTION OF CORPORATION

The undersigned, Andrew Destephen, represents that he is the sole shareholder of the outstanding stock of GXR, INC., by consent to the dissolution of the corporation by the filing of Articles of Dissolution with the Secretary of State, State of Florida.

Further, as the sole shareholder of the outstanding stock of the corporation, he does hereby direct the directors to implement resolution of dissolution of the corporation.

Dated this 26th day of September, 1997.


Andrew Destephen, shareholder

**DIRECTORS
IMPLEMENTATION OF RESOLUTION OF
DISSOLUTION**

WHEREAS, the shareholder of GXR, INC., adopted a resolution of dissolution on the 26th day of September, 1998, electing to dissolve the Corporation and authorizing the Directors to dissolve and liquidate the said Corporation; now, therefore, be it:

1. RESOLVED, that as the President and Secretary of GXR, INC., is authorized to take all actions necessary to wind up the affairs of the corporation including the lease, sale, conveyance, or assignment of any or all of the Corporations assets, and to execute any documents or instruments necessary and incident thereto;
2. RESOLVED FURTHER, that the President of GXR, INC., is authorized and directed to distribute the assets of the conditions set forth in a plan of liquidation previously adopted by the Board of Directors and the resolution of Directors for Distribution of Assets, in kind, adopted the 26th day of September, 1998.
3. RESOLVED FURHTER, that the President of GXR, INC. is authorized and required to execute all documents, instruments, reports, tax returns, certificates, and affidavits required by federal, state, of local government in connection with or by reason of the liquidation and dissolution of the corporation or on behalf of the Corporation, including the Internal Revenue Service.
4. RESOLVED FURTHER, that the President of GXR, INC., is authorized and required to file all documents required by law to be filed in order to effect the dissolution or of the Corporation.

The undersigned, being all of the Directors of GXR, INC., authorize, by their signatures below, the above resolution.

IN WITNESS WHEREOF, the undersigned have hereunto signed their
names.

Executed effective as of the 26th of September, 1997, at Orlando, Florida.


Director