

J. DANIEL BREDE

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Attorney at Law

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P94000064512
September 29, 1997

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

Re: Hertz & Adler, P.A.

Dear Sir/Madam:

Enclosed are the Articles of Dissolution for the captioned corporation. Also enclosed is a check in the amount of \$35.00 to cover the fee.

Please direct any questions to the undersigned at the above address.

Sincerely yours,



J. DANIEL BREDE

JDB/
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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WRITTEN CONSENT FOR CORPORATE ACTION

BY SHAREHOLDERS OF

HERTZ & ADLER, P.A.

Pursuant to Florida Statutes Section 607.0704, the shareholders of HERTZ & ADLER, P.A., a Florida Professional Association (the "Corporation"), do hereby agree, consent to, adopt and order the following:

1. Each of the undersigned, constituting 100% of the shareholders of the Corporation, hereby waives all formal requirements, including the necessity of holding a formal or informal meeting, and any requirement that notice of such meeting be given.

2. The following resolutions are hereby adopted and approved:

RESOLVED, that the shareholders of the Corporation consent to the liquidation and dissolution of the Corporation; and it is

FURTHER RESOLVED, that the Corporation shall pay all of its debts, and assign any and all of its remaining assets of any kind whatsoever to its shareholders; and it is

FURTHER RESOLVED, that Michael I. Hertz, as President of the Corporation be, and he hereby is, authorized and directed to do and perform such acts as may be necessary or appropriate for the carrying out of the purposes of the foregoing resolutions and shall cause to be filed with the Florida Department of State the Articles of Dissolution executed by the Corporation through its President.

3. This Consent Resolution has been delivered to the Corporation this date.

4. The action contained herein shall be effective as of the date the Articles of Dissolution are filed with the Florida Department of State.

Dated: September 26, 1997

SHAREHOLDERS:


MICHAEL I. HERTZ


SIDNEY J. ADLER