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R O M A N & R O M A N

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January 6, 1998

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

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-01/08/98--01028--020
*****35.00 *****35.00

Re: Articles of Dissolution filing
Document No.: P94000082494

FILED
98 JAN -8 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sirs:

Enclosed please find signed Articles of Dissolution for **MEDFIT INTERNATIONAL INC.**, dissolving the corporation. Also enclosed please find a check in the amount of \$35.00 to cover the cost of filing same. Please confirm the filing of the Articles of Dissolution on the additional copy which is enclosed and return the same to me in the envelope which I have provided.

If you have any questions regarding this please call me. Thank you for your attention to this matter.

Very truly yours,

ROMAN & ROMAN



Thomas A. Roman

TAR/db
Enclosures

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ARTICLES OF DISSOLUTION

FILED
98 JAN -8 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Department of State
Tallahassee, FL 32304

Pursuant to the provisions of Section 607.1401 of the Florida Business Corporation Act, **MEDFIT INTERNATIONAL INC.**, a Florida corporation, adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is **MEDFIT INTERNATIONAL INC.**
2. The names and respective addresses of the officers of the corporation are as follows:

Daniel Gastelu President/Treasurer 6 Waters Edge Sparta, NJ 07871	Frederick C. Hatfield Vice President/Secretary 3002 Tanglewood Drive Clearwater, FL 34621
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3. The names and respective addresses of all of the directors of the corporation are as follows:

Daniel Gastelu 6 Waters Edge Sparta, NJ 07871	Frederick C. Hatfield 3002 Tanglewood Drive Clearwater, FL 34621
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4. The names and respective addresses of the shareholders of the corporation are as follows:

Daniel Gastelu 6 Waters Edge Sparta, NJ 07871	Frederick C. Hatfield 3002 Tanglewood Drive Clearwater, FL 34621
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5. All liabilities and obligations of the corporation have been paid or discharged.
6. No property or assets remain to be distributed among the shareholders of the corporation after the payment of all debts, obligations, and liabilities of the corporation.
7. There are no actions pending against the corporation in any court.
8. On June 18, 1997, the corporation elected to dissolve by unanimous written consent of its shareholders and directors. A copy of such written consent or resolution is attached to these Articles as **Exhibit "A."**

DATED this 27 day of June 1997.

MEDFIT INTERNATIONAL, INC.

By: *Daniel Gastelu*
Daniel Gastelu, President

Corporate Seal:

Attested to:
By: *Frederick C. Hatfield*
Frederick C. Hatfield, Secretary

STATE OF NEW JERSEY

COUNTY OF Essex

SWORN TO AND SUBSCRIBED before this 27 day of June, 1997, by Daniel Gastelu, as President, of MEDFIT INTERNATIONAL, INC., who is personally known to me or who produced identification in the form of Passport.

ADELAIDE FIELD
Notary Public, State of New Jersey
No. 2063133
Qualified in Essex County
Commission Expires July 14, 1999

Adelaide Field
Notary signature
ADELAIDE FIELD
Notary printed name

My commission expires:

STATE OF FLORIDA

COUNTY OF PINELLAS

SWORN TO AND SUBSCRIBED before this 1 day of August ^(pcns) 1997, by Frederick C. Hatfield, as Secretary, of MEDFIT INTERNATIONAL, INC., who is personally known to me or who produced identification in the form of Florida Driver License.

Paula C. Roman
Notary signature

Notary printed name

My commission expires:



PAULA C. ROMAN
MY COMMISSION # CC448385 EXPIRES
March 26, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

UNANIMOUS CONSENT IN LIEU OF SPECIAL MEETINGS OF
SHAREHOLDERS AND BOARD OF DIRECTORS
OF
MEDFIT INTERNATIONAL, INC.

Unanimous Consent of Shareholders and Directors in
Lieu of Special Meetings of Shareholders and Board of Directors
Pursuant to Sections 607.0704 and 607.0821, Florida Statutes

The undersigned persons, being all of the Shareholders and all of the Directors on the Board of Directors of **MEDFIT INTERNATIONAL, INC.** (the "Corporation"), hereby take the following actions by written consent in lieu of a meeting pursuant to Sections 607.0704 and 607.0821, of the Florida Statutes:

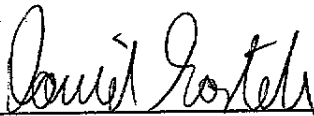
WHEREAS, the Corporation is no longer actively conducting business;
and

WHEREAS, it is the desire of all of the Shareholders and all of the Directors on the Board of Directors of the Corporation to dissolve the Corporation.


NOW, THEREFORE, be it RESOLVED as follows:

1. That the Corporation be dissolved,
2. That the President and Secretary of the Corporation be and they hereby are authorized and directed to have prepared and to execute any and all further documents that may be necessary and required in order to effectuate the dissolution of the Corporation including but not limited to filing Articles of Dissolution of the Corporation with the Florida Secretary of State's office.
3. A facsimile copy of this Unanimous Consent in Lieu of Special Meetings of the Shareholders and Directors on the Board of Directors of the Corporation, and any signatures hereon shall be considered for all purposes as originals.

Dated: June 18, 1997.



DANIEL GASTELU
Shareholder and Director



FREDERICK C. HATFIELD
Shareholder and Director