

P94000087066



ACCOUNT NO. : 072100000032

REFERENCE : 842349 4388658

AUTHORIZATION

COST LIMIT

Patricia Piguit
\$ 35.00

ORDER DATE : June 3, 1998

ORDER TIME : 12:14 PM

ORDER NO. : 842349-005

CUSTOMER NO: 4388658

CUSTOMER: Tracey L. Hopkins, Legal Asst
Silverman Coopersmith Hillman
2 Penn Center
Suite 910
Philadelphia, PA 19102

800002546308--6

DOMESTIC FILINGS

NAME: THE PRIME GROUP ASSOCIATES,
INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
98 JUN -3 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
98 JUN -3 PM 1:13
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

6/3

Jon
Vol.
DSS
Inactive

ARTICLES OF DISSOLUTION

FILED
98 JUN -3 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: The Prime Group Associates, Inc.

SECOND: The date dissolution was authorized: May 5, 1998

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

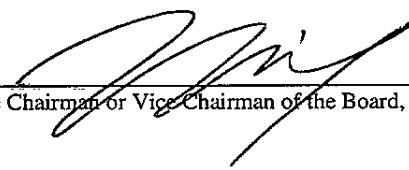
The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 28 day of May, 1998.

Signature


(By the Chairman or Vice Chairman of the Board, President, or other officer)

Vincent J. Primavera, Jr.

(Typed or printed name)

President

(Title)

**ACTION BY UNANIMOUS CONSENT
OF THE SOLE DIRECTOR
AND
THE SOLE SHAREHOLDER
OF THE PRIME GROUP ASSOCIATES, INC.**

Pursuant to the applicable laws of the State of Florida, the undersigned, being the Sole Shareholder and Sole Director of The Prime Group Associates, Inc., a Florida corporation, hereby consents to the adoption of the following resolutions:

BACKGROUND

The Corporation is incorporated in the State of Florida pursuant to that certain Articles of Incorporation filed with the Florida Secretary of State on November 28, 1994, and the Corporation is authorized to conduct business in the Commonwealth of Pennsylvania. Pursuant to that certain Final Judgment of Dissolution of Marriage dated March 18, 1998, entered by the Court in Case No. 97-2011 CAA, in the Circuit Court of the Twentieth Judicial District in and for Lee County, Florida (the "Divorce Order"), Roswitha M. Primavera transferred and assigned to Vincent J. Primavera, Jr. all of her shares of capital stock in the Corporation therewith. Roswitha M. Primavera executed and delivered to Vincent J. Primavera, Jr. that certain Assignment of Stock dated May 5, 1998, a true and correct copy of which is attached hereto as Exhibit "A". Vincent J. Primavera, Jr. is now the Sole Shareholder (the "Sole Shareholder") of all of the issued and outstanding capital stock of the Corporation.

In addition, Michele Primavera has resigned from her position as the Secretary, Director and employee of the Corporation and Roswitha M. Primavera has resigned as an officer, director and employee of the Corporation. As a result, Vincent J. Primavera, Jr. is now the sole director (the "Sole Director") of the Corporation .

The Sole Shareholder and Sole Director deem it in the best interest of the Corporation to dissolve the Corporation in the State of Florida and to file Articles of Domestication in the Commonwealth of Pennsylvania.

NOW THEREFORE, BE IT

RESOLVED, that the Sole Director and Sole Shareholder unanimously consent to the dissolution of the Corporation's Florida corporate status, and, in connection therewith, file Articles of Dissolution with the Florida Secretary of State in the form attached hereto, and that the President and Secretary be, and they are, authorized and directed to execute and deliver the Articles of Dissolution , and to take such further actions and to execute and deliver any and all documents necessary and/or appropriate in order to effectuate the foregoing; and be it

FURTHER RESOLVED, that the Sole Director and Sole Shareholder file Articles of

Domestication with the Secretary of the Commonwealth of Pennsylvania and that the President and the Secretary be, and they hereby are, authorized and directed to execute and deliver the Articles of Domestication, and to take such further actions and to execute and deliver any and all documents necessary and/or appropriate in order to effectuate the foregoing.

SOLE DIRECTOR



VINCENT PRIMAVERA, JR.

SOLE SHAREHOLDER



VINCENT PRIMAVERA, JR.

Dated: as of May 5th, 1998

ASSIGNMENT OF STOCK

FOR VALUE RECEIVED, ROSWITHA M. PRIMAVERA hereby sells, assigns and transfers unto VINCENT J. PRIMAVERA, JR. all shares of the common capital stock of RMP Leasing, Inc., a Pennsylvania Corporation, standing in her name on the books of said corporation and does hereby irrevocably constitute and appoint VINCENT J. PRIMAVERA, JR., attorney-in-fact to transfer the said stock on the books of the within named corporation with the full power of substitution in the premises.

Dated: May 7, 1998

Roswitha M. Primavera

ROSWITHA M. PRIMAVERA