

P94000089200

TREISER, KOBZA & VOLPE, CHTD.

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Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

Re: Pinnacle Laundry and Dry Cleaning, Inc.
Our File Number: 2830.006

Dear Reader:

Enclosed you will find an original and one (1) copy of Articles of Dissolution for Pinnacle Laundry and Dry Cleaning, Inc. together with our firm check in the sum of \$35.00 to cover your costs for filing.

After you have recorded these Articles of Dissolution, would you please return a copy to my attention at the above address.

If you have any questions, please do not hesitate to contact me directly. Thank you for your attention and consideration.

Very truly yours,

TREISER, KOBZA, & VOLPE, CHTD.

Mary Jo Wojciechowski

Mary Jo Wojciechowski
Legal Assistant
/mjw

Enclosures

E:\Clients Transactions\MacFARLANE 2830\correspondence\Letter to Secretary of State filing Articles of Dissolution.doc

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* Also admitted in Michigan
* Also admitted in New York

† Board Certified
Tax Attorney

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION
OF
PINNACLE LAUNDRY AND DRY CLEANING, INC.,
a Florida Corporation**

Pursuant to Section 607.1403, Florida Statutes, the undersigned Corporation submits these Articles of Dissolution:

FIRST:

The name of this Corporation is Pinnacle Laundry and Dry Cleaning, Inc. (the "Corporation") and its Charter Number is P94000089200. It was organized under the laws of the State of Florida on December 8, 1994.

SECOND:

Upon the recommendation of the Board of Directors, the Shareholders have, by unanimous written consent and in accordance with Section 607.1402, Florida Statutes, elected to dissolve the Corporation. A copy of the Action Taken by Written Consent of the Shareholders is incorporated and attached as Exhibit "A". The number of votes cast for dissolution, being unanimous, was sufficient for approval.

THIRD:

Voting by voting groups was not required.

FOURTH:

The date the dissolution was authorized is as shown on the attached Exhibit "A".

FIFTH:

The Corporation is dissolved upon the effective date of its Articles of Dissolution.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 21st day of March, 1997, in Naples, Florida.

**PINNACLE LAUNDRY AND DRY CLEANING,
INC., Florida Corporation,**

By: _____

DENNIS MacFARLANE, President

ATTEST:

Patricia MacFarlane
PATRICIA MacFARLANE, Secretary

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACTION BY DIRECTORS AND SHAREHOLDERS
OF
PINNACLE LAUNDRY AND DRY CLEANING, INC.

BY CONSENT IN LIEU OF MEETING**

We, the undersigned, being all of the Directors and Shareholders of PINNACLE LAUNDRY AND DRY CLEANING, INC., a Florida Corporation, hereby consent to the taking of the following actions in lieu of a meeting pursuant to Section 607.0821 and 607.0704 of the Florida Business Corporation Act:

The sale of all or substantially all of the assets of the corporation to M.W.M. of Naples, Inc. a Florida Corporation, pursuant to that Purchase Agreement and Deposit Receipt dated March 13, 1997, and amended by Agreement dated March ____, 1997.

Executed by the undersigned as all of the Directors and Shareholders of PINNACLE LAUNDRY AND DRY CLEANING, INC. this 27th day of March, 1997.


DENNIS MacFARLANE


PATRICIA MacFARLANE

**WRITTEN CONSENT TO ACTION BY THE SHAREHOLDERS OF
PINNACLE LAUNDRY AND DRY CLEANING, INC.**

**AUTHORIZING DISSOLUTION OF THE CORPORATION
AND ADOPTING A PLAN OF LIQUIDATION & DISSOLUTION**

The undersigned being all of the Shareholders of PINNACLE LAUNDRY AND DRY CLEANING, INC., a Florida Corporation, acting in accordance with Section 607.0704 of the Florida Business Corporation Act, hereby waive all notice of time, place or purpose of meeting and approve, adopt, and take the following actions by means of this written consent:

WHEREAS, the Shareholders have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

WHEREAS, the Shareholders do hereby adopt a Plan of Liquidation and Dissolution for the Corporation;

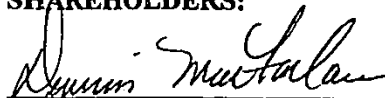
RESOLVED: That the following Plan of Liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provision for the debts of the Corporation, and to distribute any remaining assets of the corporation:

1. The Corporation shall be liquidated pursuant to Section 331 of the Internal Revenue Code and Section 607.1402(6) of the Florida Statutes.
2. All liabilities and obligations of the Corporation will be paid or discharged, or adequate provision will be made for them.
3. The Officers of the Corporation are authorized to sell or otherwise liquidate all of the properties and assets of the Corporation that they deem necessary or advantageous to facilitate the liquidation of the Corporation.
4. The Officers of the Corporation are authorized to do any and all things necessary or convenient to carry these Resolutions into effect, including, but not limited to, the following:
 - (a) Executing any and all instruments of conveyance;
 - (b) Paying all taxes and fees;
 - (c) Executing all documents required by law to be filed;
 - (d) Retaining professional advisors; and
 - (e) Doing all other things necessary or convenient to effect the dissolution of the Corporation.

5. After the provision for, or payment of, the known debts and liabilities of the Corporation, the Officers are authorized and directed to distribute the remaining cash or other assets of the Corporation to the Shareholders of record according to their respective rights and interests in exchange for their shares in the Corporation.

DATED this 27th day of March, 1997.

SHAREHOLDERS:



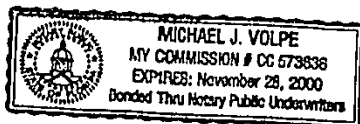
DENNIS MacFARLANE, Shareholder

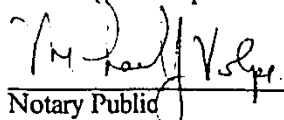


PATRICIA MacFARLANE, Shareholder

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 27th day of March, 1997 by DENNIS MacFARLANE and PATRICIA MacFARLANE, husband and wife, who are personally known to me (or have produced _____ as identification) and did/did not take an oath.





Notary Public

Michael J. Volpe

Typed, Printed or Stamped Name