

LAW OFFICES
MARK B. SLAVIN, P.A.

DADE
1031 NO. MIAMI BEACH BLVD.
NORTH MIAMI BEACH, FLORIDA 33162
(305) 947-1877

ALL REPLYES TO DADE

BROWARD
PRESIDENTIAL CIRCLE
SUITE 250 NORTH TOWER
4000 HOLLYWOOD BOULEVARD
HOLLYWOOD, FLORIDA 33021
(954) 986-0888

September 29, 1998

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Fla. 32314

500002654235--2
-10/02/98--01043--010
*****43.75 *****43.75

RE: Record Liquidators, Inc.

Dear Sir or Madam,

Enclosed herein please find my trust account check no. 1641 in the amount of \$43.75, for filing of an original Articles of Dissolution of Record Liquidators, Inc., and the return of a certified copy.

We have enclosed a self-addressed envelope.

Very truly yours,

MB Slavin

MARK B. SLAVIN, ESQ.

FILED
98 OCT 19 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MBS\pm
enc: Articles of Dissolution

CU
PAY400 0093202
6P8 + 11/15
*Cert Copy
10-19-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 9, 1998

MARK SLAVIN
1031 NO. MIAMI BEACH BLVD.
NORTH MIAMI BEACH, FL 33162

SUBJECT: RECORD LIQUIDATORS, INC.
Ref. Number: P94000093208

COPY

We have received your document for RECORD LIQUIDATORS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the exhibit(s) referred to in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 698A00050297

RECEIVED
98 OCT 19 PM 4:02
DIVISION OF CORPORATIONS

ARTICLES OF DISSOLUTION

OF

RECORD LIQUIDATORS, INC.

1. The name of the corporation is Record Liquidators, Inc.

2. The names and respective addresses of its officers are:

President/Secretary Diane Karmiol; 50 N.W. 185th Terr.,
Miami, Florida 33169; Vice-President/Treasurer Martin
Karmiol; 50 N.W. 185th Terr., Miami, Florida;

3. The names and respective addresses of its directors are:

(same as officers in paragraph 2.)

4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.

5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interest.

6. There are no actions pending against the corporation in any court.

7. An executed copy of the written consent to dissolve is attached. Such written consent has been signed by all shareholders of the corporation.

A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 10th day of September, 1998.

DATED this 30 th day of September, 1998.

RECORD LIQUIDATORS, INC.

By:

Diane Karmiol
DIANE KARMIOL, President

ATTEST:

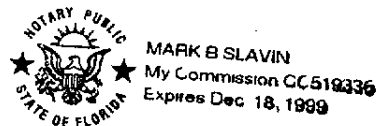
Diane Karmiol
Diane Karmiol, Secretary

FILED
98 OCT 14 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SWORN TO AND SUBSCRIBED before me on this 30 day of September, 1998, by Diane Karmiol who is personally known to me or produced _____, as identification.

Mark B. Slavin
Notary Public - State of Florida
MARK B. SLAVIN
(print or type name of Notary)

My commission expires:



WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS IN LIEU OF
SPECIAL MEETING OF THE STOCKHOLDERS AND BOARD OF DIRECTORS OF
RECORD LIQUIDATORS, INC. PURSUANT TO ALL APPLICABLE STATUTES
COMPRISING THE FLORIDA GENERAL CORPORATION ACT

The undersigned, being all the Stockholders and Directors of the above named corporation, hereby take the following actions by written consent in lieu of a Special Meeting of the Board of Directors and Stockholders:

RESOLVED, that the corporation be liquidated in accordance with all applicable provisions of the Internal Revenue Code:

RESOLVED, that in accordance with such plan of liquidation, the officers, directors and the accountant for the corporation be and they hereby are authorized and directed to:

1. File a Corporation Dissolution or Liquidation form within ten days after the date hereof with the District Director of the Internal Revenue Service at Chamblee, Georgia,
2. Transfer all of the assets of the corporation to the stockholders of the corporation,
3. Distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation,
4. File a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida,
5. File all other forms and documents required by the State of Florida and the federal government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and
6. Provide for the payment of any indebtedness owed by the corporation to any creditors or lienors, and

FURTHER RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

All of the below-signed, being all of the stockholders, directors, and officers of the corporation have affixed their signatures below on the date indicated.

FILED
98 OCT 19 AM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Diane Karmiol
DIANE KARMIOL,
as President/Secretary/Director/Stockholder

Date: 9/28/98

Martin Karmiol
MARTIN KARMIOL,
as Vice-President/Treasurer/Director

Date: 9/28/98

Rita Haymes
RITA HAYMES,
as Stockholder

Date: 9/28/98