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ACCOUNT NO. : 072100000032
REFERENCE : 704995 134758A
AUTHORIZATION : Patricia Pignato
COST LIMIT : \$ 35.00

FILED
02 AUG 14 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 14, 2002

ORDER TIME : 1:19 PM

ORDER NO. : 704995-005

CUSTOMER NO: 134758A

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CUSTOMER: Theodore J. Klein, Esq
Theodore J. Klein Attorney At
88 N.e. 168th Street
N. Miami Beach, FL 33162

DOMESTIC FILINGS

NAME: 65-45 MIRACLE MILE, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar - EXT# 1124

C. Coullatte AUG 14 2002

EXAMINER'S INITIALS

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

02 AUG 14 PM 2:38

RECEIVED

ARTICLES OF DISSOLUTION
OF
65-45 MIRACLE MILE, INC.

FILED
02 AUG 14 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

65-45 MIRACLE MILE, INC., a for profit corporation incorporated in the State of Florida, pursuant to Section 607.1403, Florida Statutes, hereby files these Articles of Dissolution as follows:

FIRST: The name of this Corporation is 65-45 Miracle Mile, Inc.

SECOND: The date dissolution was authorized: July 31, 2002.

THIRD: Dissolution was approved by all of stockholders of this Corporation. The number of votes cast for dissolution was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 31 day of July, 2002.

65-45 Miracle Mile, Inc.

By: 

Brian S. Fielding, President

PLAN OF DISSOLUTION

65-45 MIRACLE MILE, INC., a Florida corporation, acting through its sole director, enters into this Plan of Dissolution on this 31 day of July, 2002.

BACKGROUND

65-45 Miracle Mile, Inc. (the "Company") is a Florida corporation currently in existence and good standing. The directors of the Company believes it makes business sense to have the Company liquidate and dissolve in accordance with this Plan of Liquidation.

TERMS

For the reasons described above and in consideration of the covenants herein contained, the Company shall liquidate and dissolve in accordance with this Plan of Liquidation as follows:

1. Dissolution. In accordance with the laws and applicable provisions of the laws of the State of Florida and subject to the terms and conditions of this Plan, the Company will liquidate and dissolve.

2. Liabilities. Prior to making distribution to the stockholders of this Company, the president of this Company shall use the available assets of the Company to pay all Company liabilities.

3. Distribution to Stockholders. After paying or making provision for the payment of the liabilities of the Company, the president of this Company shall execute all documents and take all actions necessary to distribute to the stockholders of this Company, all of the remaining assets of the Company¹.

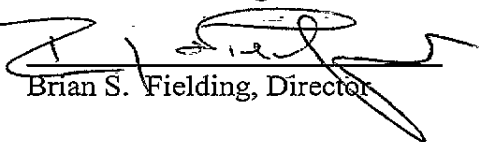
¹With the exception of any bank accounts, the sole asset of this Company was a partnership interest in 65-45 Miracle Mile, Ltd. The Company, in furtherance of this Plan of Liquidation, previously approved the conversion of 65-45 Miracle Mile, Ltd. to a New Jersey

4. **Abandonment.** At any time prior to the filing of the Articles of Dissolution with the Florida Department of State, the proposed liquidation and dissolution may be abandoned by the action of the sole director of the Company.

5. **Articles of Dissolution.** The president of the Company is authorized to file with the Florida Department of State, Articles of Dissolution, and the president of the Company is authorized to file with the Internal Revenue Service all forms required in connection with the liquidation and dissolution.

65-45 Miracle Mile, Inc.

By: 
Robert C. Fielding, Director

By: 
Brian S. Fielding, Director

2002minutes.dissolution.plan.65-45

limited liability company with the stockholders of this Company receiving the membership interest that this Company would have otherwise received.