

ALAN F. GONZALEZ, P.A.

Attorney at Law

1002 West South Avenue

Suite 300

Tallahassee, Florida 32301-5809

(813) 945-5552 FAX (813) 945-5836

P95000068613

November 11, 1999

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: EMO CORPORATION

Dear Sir:

Enclosed herewith please find two copies of the Articles of Dissolution for the above Corporation for filing with your office. Also enclosed is our check in the sum of \$43.75 to cover filing fees, certified copy, etc.

Very truly yours,

Elizabeth Tullos

Elizabeth Tullos
Legal Assistant
et
Enclosures

000003042790--0

-11/12/99--01082--001

*****43.75 *****43.75

FILED

59 NOV 12 PM 3:51

Valdiss. on
3/28 11-12-99
P95000068613
#Cert Copy

**ARTICLES OF DISSOLUTION
OF
EMO CORPORATION**

The undersigned directors of EMO CORPORATION, a Florida corporation, pursuant to §607.1403, Fla. Stat., agree to dissolve EMO CORPORATION, by delivering these Articles of Dissolution to the Department of State and would state as follows:

1. The name of the corporation to be dissolved: EMO CORPORATION
2. The date dissolution of the corporation was authorized: November 11, 1999.
3. The dissolution of EMO CORPORATION, was authorized by the written consent of the shareholders and directors in lieu of special meeting of the shareholders and Board of Directors of the corporation pursuant to §607.0704, Fla. Stat. and §607.0821, Fla. Stat. The sole shareholder of the corporation, ELEANOR M. OLESON, who is owner of 500 shares of the common stock issued by EMO CORPORATION, voted all of his shares for dissolution of the corporation. Other than the 500 shares of common stock owned by ELEANOR M. OLESON, there are no other shares of any stock of the corporation that are issued and owned by any other person or entity.
4. The undersigned agree and represent the following:
 - a. EMO CORPORATION has ceased conducting business.
 - b. EMO CORPORATION has no known creditors and therefore the corporation did not need to mail notice to creditors of the corporation's dissolution. All corporate liabilities and obligations have been paid, satisfied or discharged or adequate provision has been made therefore by the directors of EMO CORPORATION, and therefore the directors of the corporation are authorized to do whatever is necessary in order to liquidate the corporation.
 - c. All corporate assets are to be collected and distributed to the sole corporate shareholder, ELEANOR M. OLESON.
 - d. The directors of EMO CORPORATION is to file the original Articles of Dissolution with the Secretary of State.

5. Attached hereto is a copy of the written consent of the shareholders and directors of the corporation whereby all unanimously agree to the dissolution of EMO CORPORATION

DATED: November 11, 1999.

Eleanor M. Oleson

ELEANOR M. OLESON, President,
Director & Shareholder

**WRITTEN CONSENT OF THE SHAREHOLDERS
AND DIRECTORS OF
EMO CORPORATION**

In lieu of Special Meeting of the Shareholders and Board of Directors, pursuant to §607.0704 and §607.0821, Fla. Stat. The undersigned, being all of the shareholders and directors of EMO CORPORATION, do hereby take the following actions by written consent in lieu of a Special Meeting of the Board of Directors and Shareholders of the corporation:

RESOLVED, that the corporation will be liquidated in accordance with the provisions of §331 of the Internal Revenue Code of 1986, as amended, and further,

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

1. File the requisite forms with the District Director of Internal Revenue Service in order to report the liquidation of this corporation together with a copy of this consent
2. Transfer all of the assets of the corporation to the sole shareholder, ELEANOR M. OLESON,
3. Distribute all of the assets subject to any unpaid liabilities in reduction and cancellation of all outstanding stock of the corporation.
4. File a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida.
5. All the forms and documents required by the State of Florida and the federal government, including all required tax returns, as soon as possible after the distribution of the corporate assets.
6. Provide for the payment of any indebtedness owed by the corporation to any creditors and/or lienors.

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.

DATED: November 11, 1999

Eleanor M. Oleson
ELEANOR M. OLESON

This instrument prepared by:
ALAN F. GONZALEZ, ESQ.
ALAN F. GONZALEZ, P.A.
1602 W. Sligh Ave., Suite 300
Tampa, FL 33604