

LAW OFFICES

WILLIAM G. MORRIS

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ADMITTED IN FL, DC, VA

OF COUNSEL  
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P95 000091880

June 12, 1998

Florida Department of State  
Division of Corporations  
P. O. Box 1500  
Tallahassee, Florida 32302-1500

900002570999--0  
-06/24/98--01001--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Pier 81, Inc.  
P95000091880  
FEIN 65-0624689

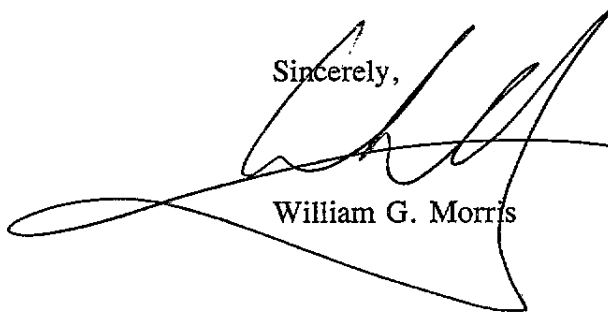
Dear Sir or Madame:

Accompanying are Articles of Dissolution and related documents. Also attached is a check in the amount of \$35.00 for the fee to dissolve. The corporation is to be considered dissolved as of December 31, 1997.

If you have any questions regarding this matter, please contact me...

Sincerely,

William G. Morris



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUN 23 PM 3:20

FILED

WGM:llb  
Enclosure(s)

*WGM*

JUN 23 1998

## ARTICLES OF DISSOLUTION

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

FILED  
98 JUN 23 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST:** The name of the corporation is: Pier 81, Inc.

**SECOND:** The date dissolution was authorized: December 31, 1997

**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 20<sup>th</sup> day of May, 1998.

Signature

  
Robert G. Bacon, President

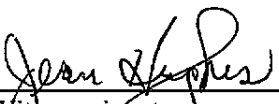
**AFFIDAVIT TO SECRETARY OF STATE REGARDING DISSOLUTION**

STATE OF FLORIDA  
COUNTY OF COLLIER

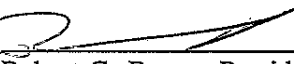
BEFORE ME, the undersigned authority, personally appeared ROBERT G. BACON, President,  
PIER 81, INC., who after being duly sworn, depose and say:

1. My name is Robert G. Bacon and I am the sole shareholder in Pier 81, Inc.
2. Pier 81, Inc., through its authorized officers and directors, is filing Articles of  
Dissolution simultaneous with the filing of this Affidavit.
3. Pier 81, Inc., and its authorized officers and directors, will not revoke the dissolution.
4. Pier 81, Inc., and its authorized officers and directors, hereby release the name Pier 81,  
Inc., for use by other corporations.

FURTHER AFFIANT SAYETH NAUGHT.

  
\_\_\_\_\_  
Witness signature  
JEAN HUGHES  
\_\_\_\_\_  
Witness print name

PIER 81, INC.

BY:   
\_\_\_\_\_  
Robert G. Bacon, President

STATE OF New Jersey  
COUNTY OF Burlington

The foregoing instrument was sworn to and subscribed before me this 20<sup>th</sup> day of  
May, 1998, by Robert G. Bacon, President of Pier 81, Inc., who is personally known to  
me or did present \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public  
My commission expires:[SEAL]

JEAN HUGHES  
NOTARY PUBLIC OF NEW JERSEY  
MY COMMISSION EXPIRES SEPT. 23, 1998

## **AFFIDAVIT TO SECRETARY OF STATE REGARDING LIQUIDATION**

I, the President and sole director of Pier 81, Inc.. in accordance with the requirements of the Business Corporation Act of the State of Florida, and in order to obtain and the dissolution of said corporation, as provided by said Law, DO HEREBY CERTIFY AS FOLLOWS:

The principal office of Pier 81, Inc., in the State of Florida is at 247 North Collier Blvd., City of Marco Island, County of Collier, State of Florida and the registered agent thereof, upon whom process against this corporation may be served at said address is William G. Morris.

The dissolution of said PIER 81, INC., has been duly authorized in accordance with the provisions of the Business Corporation Act of the State of Florida.

The following is a list of the names and residence addresses of all the directors of the said corporation:

Robert G. Bacon

1012 Forklanding Road  
Cinnaminson, NJ 08077

Dated this 20<sup>th</sup> day of May, 1998.

  
Robert G. Bacon, President and Sole Director

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION OF  
PIER 81, INC.

Section One. Approval of Plan. This plan shall become effective on approval by the shareholders of the corporation, either by unanimous written consent or by the affirmative vote of the holders of at least a majority of the outstanding shares of the corporation.

Section Two. Collection of Assets and Payment of Obligations. Immediately following the approval and adoption of this plan by the shareholders, the corporation shall proceed to collect its assets and sell, exchange, convey, or otherwise dispose of or reduce to cash all of its assets, except such assets as are to be distributed in kind to shareholders as hereinafter provided, and to pay, satisfy, and discharge, or make provision for the payment, satisfaction and discharge of its liabilities and obligations, including unascertained or contingent liabilities and obligations. Such sale, exchange, conveyance, and distribution of assets shall be completed as quickly as possible after the approval and adoption of this plan by the shareholders.

Section Three. Distribution of Assets. As soon as practicable, the corporation shall:

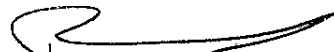
(A) Make one or more pro rata distributions to shareholders of the cash and other liquid assets of the corporation legally available for distribution as liquidating dividends;

(B) Withdraw from the jurisdictions in which it is legally qualified to do business; and

(C) Dissolve and file formal articles of dissolution in compliance with the Florida General Corporation Act.

Section Four. Distribution of All Assets; Contingent Liabilities. The corporation shall distribute all of its assets, other than such assets as are retained to pay claims, including unascertained or contingent liabilities or expenses, in complete cancellation and redemption of all outstanding stock of the corporation. Any reserve retained to meet claims shall be specifically set aside for such purpose, and shall be reasonable in relation to the items involved. Any balance remaining in such reserve after the payment of such claims shall be distributed pro rata to the shareholders of the corporation.

Section Five. Authorization of Necessary Actions. The directors and officers of the corporation shall have power to adopt all resolutions, to execute and file all documents, and to take all other action they may deem necessary or appropriate for the purpose of effecting the dissolution of the corporation and the complete liquidation of its business and assets.



Robert G. Bacon, President

MINUTES OF THE SPECIAL MEETING OF  
THE SHAREHOLDERS OF  
PIER 81, INC.  
AT MEETING TO LIQUIDATE AND DISSOLVE

The Stockholders of Pier 81, Inc., a Florida corporation, met at the offices of the corporation on December 31, 1997, at Marco Island, Florida, pursuant to a call of the meeting by the President.

Present were all the stockholders. The President presided as Chairman of the meeting and the Secretary acted as such.

The President called the meeting to order and announced that the purpose of the meeting was to discuss and act upon a proposal to adopt a plan of liquidation and dissolution of the corporation and to sell the principal assets of the corporation.

After discussion and review, the following resolutions were unanimously adopted by the holder of 100% of the issued and outstanding shares of the stock of the corporation:

BE IT HEREBY RESOLVED that in the judgment of the Shareholders of the Corporation, it is deemed advisable and for the benefit of the corporation that it should be dissolved; and

BE IT RESOLVED, that a plan of liquidation be, and hereby is, formulated to effect such liquidation and dissolution in accordance with the following resolutions:

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any or all of the tangible assets of the Corporation, which, in their judgment, should be so sold or liquidated to facilitate the liquidation of the Corporation;

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to file a Certificate of Dissolution signed by the stockholders of the Corporation with the Secretary of the State of Florida;


RESOLVED, that, after providing for all the proper debts of the Corporation, the remaining assets of the Corporation, if any, including cash, furniture, and fixtures, be distributed to the stockholders of the Corporation;

RESOLVED, that the actions provided for in the foregoing Resolutions providing for the complete liquidation of the Corporation and the distribution of all its assets be commenced immediately, and that its subsequent dissolution and the distribution of all assets completed as soon as practicable; and

RESOLVED, that the proper officers of the Corporation be, and hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such further acts and things as they may deem to be necessary or proper to carry out the liquidation and dissolution of the Corporation and fully to effectuate the purposes of the foregoing resolutions.

It was further resolved that signature to these minutes constitutes a Waiver of Notice to the Joint Special Meeting.

There being no further business before the meeting, the meeting was duly adjourned.

A handwritten signature in dark ink, appearing to read 'Robert G. Baon', written over a horizontal line.

Robert G. Baon, Sole Stockholder

**RESOLUTION OF LIQUIDATION  
PIER 81, INC.**

I, Robert G. Bacon, do hereby certify that I am the duly elected and acting Secretary of Pier 81, Inc., a Florida Corporation, that the following is a true and correct copy of certain preambles and resolution duly adopted by the Board of Directors of said Corporation by unanimous consent; and that said preambles and resolution are in full force and effect, to-wit:

WHEREAS, the shareholders of this Corporation have executed and delivered to this Corporation a consent to the dissolution of this Company; and

WHEREAS, this Corporation is to be voluntarily dissolved pursuant to the appropriate provisions of the Business Corporation Act of Florida; and

WHEREAS, it is now desired that a plan be effective for the complete liquidation of this Corporation on or prior to December 31, 1997;

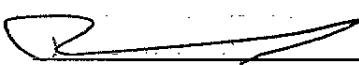
NOW, THEREFORE, BE IT RESOLVED, that the following plan for the complete liquidation of this Corporation on or prior to December 31, 1997, be and is hereby adopted:

(1) The proper officers of this Corporation shall forthwith file the appropriate statement of intent to dissolve pursuant to the Corporation Act of Florida.

(2) The assets and property of this Corporation, subject to its liabilities, shall be assigned and conveyed to Robert G. Bacon, subject to said Robert G. Bacon, agreeing to assume and pay said liabilities and surrendering for cancellation the certificates representing all of the outstanding shares of stock of this Corporation; and the proper officers of this Corporation shall execute, endorse and deliver all assignments, powers, deeds, bills of sale, and documents of conveyance or other documents necessary to effect such conveyance to Robert G. Bacon.

(3) Upon such conveyance and assumption, of this Corporation shall be dissolved, and the proper officers of this Corporation shall file with the Secretary of State of the State of Florida the appropriate Articles of Dissolution pursuant to the provisions of the Corporation Act of Florida, and such other documents as maybe required under the Laws of Florida or of the United States as in such case may be provided.

WITNESS my hand as Secretary of said Corporation and with its corporate seal hereunto affixed, this 20<sup>th</sup> day of May (CORPORATE SEAL) Secretary.

  
Robert G. Bacon, Secretary and Sole Director

