

P95000093290

CORPORATION(S) NAME

Intercard International Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input checked="" type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <hr/> | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
SECRETARY OF STATE

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Examiner *DR*
Updater *DR*
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W.P. Verifier _____

10/19/01

Order#: 4858831

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*****35.00 *****35.00

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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**ARTICLES OF DISSOLUTION OF
INTERCARD INTERNATIONAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

- FIRST:** The name of the corporation is InterCard International, Inc.
- SECOND:** The date dissolution was authorized: September 24, 2001.
- THIRD:** Dissolution was approved by the shareholder(s). The number of votes cast for dissolution was sufficient for approval.

Signed this 18th day of October, 2001.

INTERCARD INTERNATIONAL, INC.



By: David Lubin

Title: Assistant Secretary

INTERCARD INTERNATIONAL, INC.**JOINT ACTION BY WRITTEN CONSENT
OF THE [SOLE] SHAREHOLDER[S]
AND THE BOARD OF DIRECTORS**

The undersigned, being (i) the holder[s] of all of the issued and outstanding stock entitled to vote (the "Shareholder[s]") and (ii) all of the directors (the "Directors") of INTERCARD INTERNATIONAL, INC., a Florida corporation (the "Corporation"), do hereby consent, pursuant to Sections 607.1402, 607.0704 and 607.0205 of Florida Statutes, as amended (the "Florida Statutes"), to the adoption of the following resolutions with the same force and effect as if said resolutions had been duly adopted at a joint meeting of the Shareholders and the Board of Directors (the "Board") of the Corporation and direct that this instrument be filed with the corporate minutes of the Corporation.

WHEREAS, the Board unanimously recommends that all the liabilities of the Corporation be satisfied, all assets be liquidated and the Corporation dissolve; and

WHEREAS, the Shareholder[s] has [have] determined and agreed that it is in the best interests of the Corporation to dissolve;

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the Board and Shareholder[s] agree and resolve that it is in the best interest of the Corporation and its shareholder[s] that the Corporation dissolve in accordance with applicable law; and it is further

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to satisfy all outstanding and contingent obligations and liabilities of the Corporation and liquidate all of its assets; and it is further

RESOLVED, that officers of the Corporation be, and they hereby are, authorized and directed to execute and cause to be filed with the Florida Department of State the Articles of Dissolution substantially in the form attached hereby as Exhibit A; and be it further

RESOLVED, that upon the satisfaction of all obligations and liabilities of the Corporation, officers of the Corporation, and each of them acting without the others, are hereby authorized and directed to take all such further action to prepare, execute, file and deliver, or approve or authorize, as the case may be, the preparation, execution, filing and delivery of, all such further instruments, articles and documents, in the name of and on behalf of the Corporation and under its corporate seal or otherwise, and to pay all expenses, fees (including legal fees) and taxes, as in their

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judgment shall be necessary, proper or advisable in order to fully carry out the intent and accomplish the purposes of the foregoing resolutions and each of them.

[Remainder of Page Intentionally Omitted; Signature Page to Follow]

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This Resolution may be executed in one or more counterparts and by facsimile, each of which shall be deemed an original and all of which together shall be deemed to be one and the same instrument.

Dated as of September 24, 2001

Directors:

Champfede W. L. L.

Shareholder[s]:

By: _____

Name: _____

Title: _____

Jo St. J. J. J.