



THE RIGHT PEOPLE AT THE RIGHT TIME

P95000095664

9600 West Sample Road
Suite 404

Coral Springs, FL 33065-4036

Phone: 954-344-8355 • Fax: 954-344-7934

June 10, 1998

Annette Hogan
Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100002564361--9
-06/18/98--01044--019
*****35.00 *****35.00

Re: Dissolution of Productivity Partners II, Inc.

Dear Ms. Hogan:

Miss

I represent Productivity Partners II, Inc. and enclosed herein please find the following for filing:

1. Articles of Dissolution which have been duly executed by Richard F. Hermanns, President of Productivity Partners II, Inc.
2. Plan of Dissolution which has been duly executed by the Directors and Shareholders of Productivity Partners II, Inc.
3. Resolution of the Board of Directors and Shareholders of Productivity Partners II, Inc. which has been duly executed by the Directors and Shareholders of Productivity Partners II, Inc.
4. Check #004927, in the amount of \$35.00, made payable to the Florida Department of State which represents the Dissolution Fee

I have also enclosed a stamped self-addressed envelope for confirmation of the dissolution.

Thank you for your courtesy and cooperation.

Very truly yours,

Maxine A. Gutman
MAXINE A. GUTMAN, ESQUIRE
General Counsel

MAG/tms

Enclosure

POH
6/18/98

FILED
98 JUN 18 PM 2:22
TALLAHASSEE FLORIDA
SECRETARY OF STATE

ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 607.1403 OF THE
FLORIDA GENERAL CORPORATION ACT

FILED
98 JUN 18 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned Corporation hereby adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is Productivity Partners II, Inc.
2. The dissolution of the Corporation was authorized on 3/31/98.
3. The number of votes cast by the Shareholders were sufficient for approval of the dissolution of the Corporation.
4. There is only one voting group entitled to vote on these Articles of Dissolution. The number of votes cast for said Articles of Dissolution by said voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned, as President of the Corporation, has executed these Articles of Dissolution this 31st day of March, 1998.

PRODUCTIVITY PARTNERS II, INC.

By:

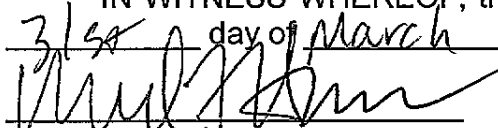

RICHARD F. HERMANNS
President

PLAN OF DISSOLUTION

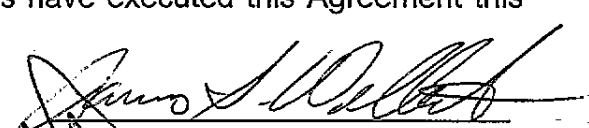
The undersigned parties, constituting the Directors and Shareholders of Productivity Partners II, Inc. a Florida corporation ("Corporation") hereby agree as follows:

1. The parties agreed on March 31, 1998 that it was in the best interest of all concerned to dissolve the Corporation since it had ceased doing business as of 3/31/98 and to proceed to an orderly liquidation and dissolution of the Corporation.
2. The President will execute Articles of Dissolution to be filed with the Secretary in accordance with a Corporate Resolution authorizing the formal dissolution of the Corporation.
3. The parties acknowledge that the only assets of the Corporation are a certain bank account. There are presently no known creditors of the Corporation; however, in the event that there are liabilities, any excess funds after paying claims shall be distributed equally to the shareholders.
4. By its agreement to administer the assets and claims against the Corporation, if any, Richard F. Hermanns shall not be deemed to have accepted any liability or responsibility for the payment of same except to the extent of funds received from the Corporation.
5. The parties know of no claims or creditors of the Corporation.
6. In consideration of the agreement to dissolve the Corporation and other good and valuable consideration, the receipt of which is hereby acknowledged by each party from the other, each party hereby releases the other from any and all claims or liabilities arising under agreements by and among them to form the Corporation and to manage the Corporation which may have been previously executed and/or contemplated by them.

IN WITNESS WHEREOF, the parties have executed this Agreement this 31st day of March, 1998.


RICHARD F. HERMANNS


DIANA E. SOSCIA


JAMES S. WILLOCKS


WALTER ESCARZAGA

RESOLUTION OF THE BOARD OF DIRECTORS AND SHARE HOLDERS OF
PRODUCTIVITY PARTNERS II, INC.

The undersigned being the Directors of Productivity Partners II, Inc. a Florida corporation, hereby certify that the following is a true and complete copy of Resolutions duly adopted in compliance with applicable law and the By-Laws of this Corporation at a meeting of the Board of Directors of this Corporation on March 31, 1998 which resolutions have not been revoked, rescinded, canceled or modified and remain in full force and effect.

The undersigned further certify that neither applicable law nor the Articles of Incorporation or By-Laws of this Corporation impair or restrict this Corporation's ability to execute the documents referred to below:

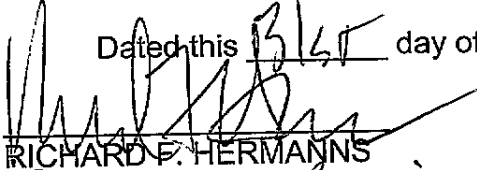
Whereas, Richard F. Hermanns, Diane E. Soscia, Walter Escarzaga and James S. Willocks are the Directors of this Corporation; and


Whereas, Richard F. Hermanns, Diane E. Soscia, Walter Escarzaga and James S. Willocks are the only Shareholders of this Corporation; and

Whereas it is the Shareholders' and Directors' belief that it is in the best interests of this Corporation that this Corporation be dissolved;


NOW THEREFORE, BE IT RESOLVED THAT RICHARD F. HERMANNNS as President of this Corporation is hereby authorized to execute in the name of and on behalf of this Corporation, Articles of Dissolution and such other documents as are required to effect the dissolution of the Corporation and the liquidation and winding up of the business and affairs of the Corporation. To effectuate the purposes as stated in the foregoing Resolution, this Corporation does hereby authorize and empower RICHARD F. HERMANNNS, the President, to enter into, execute and deliver and issue any and all articles, documents, instruments and agreements that may be required to accomplish such purposes.

Dated this 31st day of March, 1998.


RICHARD F. HERMANNNS


DIANE E. SOSCIA


JAMES S. WILLOCKS


WALTER ESCARZAGA

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 31 day of March, 1998 by RICHARD F. HERMANNNS, as President of Productivity

Partners, II, Inc. a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

My Commission Expires: 6-22-99 Sign: Rebecca L. McGhee
My Commission Number is : CC475617 Print: Rebecca L. McGhee
Notary Public, State of Florida



REBECCA L. MCGHEE
MY COMMISSION # CC475617 EXPIRES
June 22, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

The foregoing instrument was acknowledged before me this _____ day of _____, 1998 by DIANE E. SOSCIA as _____ of Productivity Partners, II, Inc. a Florida corporation, on behalf of the corporation. She is personally known to me or has produced _____ as identification.

My Commission Expires: 6-22-99 Sign: Rebecca L. McGhee
My Commission Number is : CC475617 Print: Rebecca L. McGhee
Notary Public, State of Florida



REBECCA L. MCGHEE
MY COMMISSION # CC475617 EXPIRES
June 22, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

The foregoing instrument was acknowledged before me this _____ day of _____, 1998 by JAMES S. WILLOCKS, as _____ of Productivity Partners, II, Inc. a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

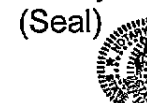
My Commission Expires: 6-22-99 Sign: Rebecca L. McGhee
My Commission Number is : CC475617 Print: Rebecca L. McGhee
Notary Public, State of Florida



REBECCA L. MCGHEE
MY COMMISSION # CC475617 EXPIRES
June 22, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

The foregoing instrument was acknowledged before me this _____ day of _____, 1998 by WALTER ESCARZAGA, as _____ of Productivity Partners, II, Inc. a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

My Commission Expires: 6-22-99 Sign: Rebecca L. McGhee
My Commission Number is : CC475617 Print: Rebecca L. McGhee
Notary Public, State of Florida



REBECCA L. MCGHEE
MY COMMISSION # CC475617 EXPIRES
June 22, 1999
BONDED THRU TROY FAIN INSURANCE, INC.