

P96000069711



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 633129 9643A

AUTHORIZATION *Patricia P...*

COST LIMIT : \$ 35.00

ORDER DATE : December 12, 1997

ORDER TIME : 10:43 AM

ORDER NO. : 633129-005

CUSTOMER NO: 9643A

CUSTOMER: Ms. Victoria M. Rogers
Sachs, Sax & Klein, P.a.
P. O. Box 810037

Boca Raton, FL 33481-0037

dis
300002370563--2

DOMESTIC FILINGS

NAME: BAR-MAR INCORPORATED

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX PLAIN STAMPED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON

Updater *Don*
Update *Don*
Verifier *Don*

Acknowledgment *Don*

W.P. Verifier *Don*

EXAMINER'S INITIALS: _____

RECEIVED
97 DEC 12 AM 11:36
DIVISION OF CORPORATION

FILED
97 DEC 12 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION
OF
BAR-MAR INCORPORATED**

FILED
97 DEC 12 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607 of the Florida Statutes, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the corporation is Bar-Mar Incorporated ("Corporation").
2. The names and respective addresses of its officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
S. William Gersten	Chief Executive Officer	5 Blue Sky Lane Montvale, New Jersey 07645
Lloyd F. Bascone	President/Secretary/ Treasurer	2655 N.W. 46th Street Boca Raton, FL 33434

3. The names and respective addresses of its directors are:

<u>Name</u>	<u>Address</u>
S. William Gersten	5 Blue Sky Lane Montvale, New Jersey 07645
Lloyd F. Bascone	2655 N.W. 46th Street Boca Raton, FL 33434

4. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.

5. All remaining property and assets of the Corporation have been distributed among the shareholders in accordance with their respective rights and interests.

6. There are no actions pending against the Corporation in any court.

7. A Corporate Resolution was adopted by the Directors of the Corporation on December 5, 1997, a copy of which is attached hereto.

Dated: December 11, 1997

BAR-MAR INCORPORATED., a
Florida corporation

By: Lloyd F. Bascone
Lloyd F. Bascone
President/Secretary/Treasurer

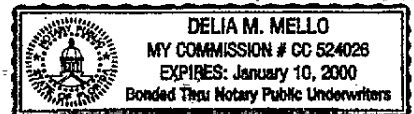
AND:

By: S. William Gersten
S. William Gersten
Chief Executive Officer

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 11th day of December 1997, by Lloyd F. Bascone, as President/Secretary/Treasurer of Bar-Mar Incorporated, a Florida corporation, on behalf of the Corporation. He has produced his driver's license no. B250-526-48-421-0 as identification and did/did not take an oath.

Delia M. Mello
NOTARY PUBLIC
PRINT/STAMP/TYPE NAME:
COMMISSION EXPIRES:
COMMISSION NUMBER:



[SIGNATURES CONTINUED ON FOLLOWING PAGE.]

STATE OF Florida)
COUNTY OF Palm Beach) ss:

The foregoing instrument was acknowledged before me this 11th day of December 1997, by S. William Gersten, as Chief Executive Officer of Bar-Mar Incorporated, a Florida corporation, on behalf of the Corporation. He has produced his driver's license no. G 2769- as identification and did/did not take an oath.
72286-080434

William M. Mello

NOTARY PUBLIC
PRINT/STAMP/TYPE NAME:
COMMISSION EXPIRES:
COMMISSION NUMBER:

BAR-MAR INCORPORATED

CORPORATE RESOLUTION

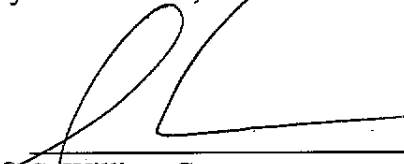
The undersigned, being all the Directors of Bar-Mar Incorporated, a Florida corporation, do hereby adopt by unanimous written consent the following resolutions:

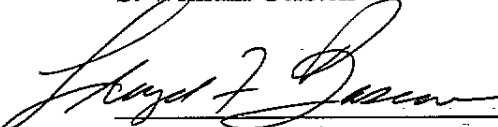
RESOLVED, that the undersigned Directors deem it to be in the best interests of the Corporation to dissolve and liquidate the Corporation in accordance with Chapter 607, Florida Statutes;

RESOLVED FURTHER, that the dissolution and liquidation become effective the date hereof; and

RESOLVED FURTHER, that the Directors authorize the officers of the Corporation, as necessary, to execute any and all appropriate documents and instruments necessary to effect the foregoing resolutions.

These resolutions are adopted on the 5th day of December, 1997.



S. William Gersten

Lloyd F. Bascone