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FILED

01 APR -6 AM 9:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 30, 2001

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-04/03/01--01045--003
*****43.75 *****43.75

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Secretary of State
Division of Corporations
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

Re: Smarmy, Inc.
Our File No. 960658

Dear Sir/Madam:

We enclose herein one (1) original and one (1) copy Articles of Dissolution instruments for the captioned corporation for filing with the Secretary of State. Our check in the amount of \$43.75 is enclosed to cover the cost of filing and the certified copy. Please return the certified copy to our office in the self-addressed, stamped envelope provided for your convenience.

With kindest regards,

Very truly yours,

THERREL BAISDEN, P.A.

*Diss
4-12-01
BRS*

By: 
Nicholas M. Daniels

NMD:lc
Enclos.

ARTICLES OF DISSOLUTION
OF
SMARMY, INC.,
a Florida corporation

FILED
01 APR -6 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is SMARMY, INC.
2. The names and addresses of its Officers are

Kenneth M. Myers - President
2900 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131

Judith M. Gilbert - Secretary
6489 Sunset Drive
Miami, FL 33143

3. The names and addresses of the Directors of the Corporation are:

Kenneth M. Myers - President
2900 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131

Judith M. Gilbert - Secretary
6489 Sunset Drive
Miami, FL 33143

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

5. All the remaining property and assets of the Corporation have been distributed to the Shareholders as set forth on the Written Consent attached hereto as Exhibit "A" and made a part hereof.

6. There are no actions pending against the Corporation in any court. Further, the Corporation has no intention of revoking this voluntary dissolution, and the Corporation's name is immediately available for use by any other corporation.

7. Dissolution of the Corporation was approved by the Shareholders on this 12th day of February, 2001.

8. The dissolution was approved by the Shareholders and such vote was sufficient for dissolution. The Written Consent to Dissolve signed by the Shareholders is attached hereto as Exhibit "A".

DATED this 12th day of February, 2001.

Kenneth M. Myers
KENNETH M. MYERS, President

Judith M. Gilbert
JUDITH M GILBERT, Secretary

STATE OF FLORIDA:

SS:

COUNTY OF MIAMI-DADE:

The foregoing instrument was acknowledged before me this 12th day of February, 2001 by KENNETH M. MYERS, President of SMARMY, INC., a Florida corporation, who is personally known to me or who has produced _____ as identification.



Marilyn M. Flick
Notary Public, State of Florida
at Large

MARILYN M. FLICK
Type/Print/or Stamp Name of Notary

My Commission Expires:

STATE OF FLORIDA:

SS:

COUNTY OF MIAMI-DADE:

The foregoing instrument was acknowledged before me this 12th day of February, 2001 by JUDITH M. GILBERT, Secretary of SMARMY, INC., a Florida corporation, who is personally known to me or who has produced _____ as identification.

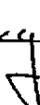


Marilyn M. Flick
Notary Public, State of Florida
at Large

MARILYN M. FLICK
Type/Print/or Stamp Name of Notary

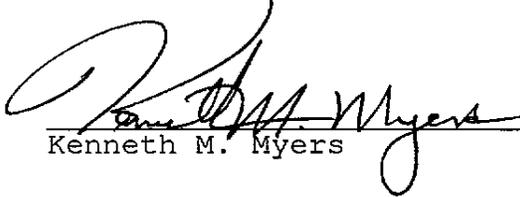
My Commission Expires:

CONSENT OF THE SHAREHOLDERS
TO THE DISSOLUTION OF
SMARMY, INC.,
a Florida corporation

The undersigned, being the Shareholders of SMARMY, INC., a Florida corporation, do hereby consent to the liquidation and dissolution of the Corporation in accordance with a Joint Written Action of the Shareholders and Director dated 12th day of February, 2001, authorizing the Plan of Liquidation and Dissolution. 

DATED: 12 February, 2001. 

SHAREHOLDERS:


Kenneth M. Myers 50% Stock
Ownership


Judith M. Gilbert 50% Stock
Ownership

W:\MYERS\Corp Diss\Consent.wpd

EXHIBIT "A"