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ELLEN ROSE  
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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.**

By:   
Nicholas M. Daniels

NMD:lc  
Enclos.

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*Diss  
4-12-01  
BKS*

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 2900 Miami Center 201 South Biscayne Boulevard Miami, FL 33131	-	President
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Judith M. Gilbert 6489 Sunset Drive Miami, FL 33143	-	Secretary
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3. The names and addresses of the Directors of the Corporation are:

Kenneth M. Myers 2900 Miami Center 201 South Biscayne Boulevard Miami, FL 33131	-	President
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Judith M. Gilbert 6489 Sunset Drive Miami, FL 33143	-	Secretary
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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 12<sup>th</sup> 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 12<sup>th</sup> 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 12<sup>th</sup> 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

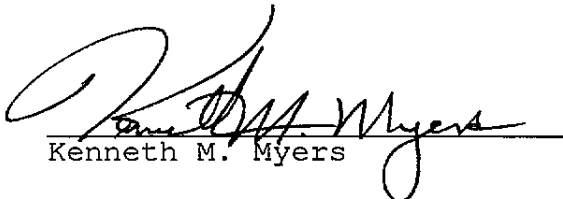
My Commission Expires:


**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 12<sup>th</sup> day of February, 2001, authorizing the Plan of Liquidation and Dissolution. J

DATED: 12 February, 2001. J

**SHAREHOLDERS:**

  
Kenneth M. Myers 50% Stock  
Ownership

  
Judith M. Gilbert 50% Stock  
Ownership

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**EXHIBIT "A"**