

P970000018304

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December 22, 1998

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-12/24/98-01025-004
*****35.00 *****35.00

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Re: SSN JAY MAR, INC., a Florida Corporation

Dear Sir:

Enclosed you will find an original and one (1) copy of Articles of Dissolution for SSN JAY MAR, INC. together with our law firm's check in the amount of \$35.00 representing your fee to file the Articles of Dissolution. Please file the original, time-stamp the copy and return it to the undersigned in the preaddressed stamped envelope enclosed for this purpose.

If you have any questions, please do not hesitate to contact me. Otherwise, thank you in advance for your assistance and cooperation.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.

Michael J. Volpe mw

Michael J. Volpe

MJV:mjw

enclosures

FILED
98 DEC 24 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TLL JAN 7 1999
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**ARTICLES OF DISSOLUTION
OF
SSN JAY MAR, INC., a Florida Corporation
d/b/a STUDIO SNADIERO OF NAPLES**

FILED
98 DEC 24 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1403, Florida Statutes, the undersigned Corporation submits these Articles of Dissolution:

FIRST:

The name of this Corporation is **SSN JAY MAR, INC.** (the "Corporation") and its Charter Number is P97000018304. It was organized under the laws of the State of Florida on February 24, 1997.

SECOND:

Upon the recommendation of the Board of Directors, the Shareholders have, by unanimous written consent and in accordance with Section 607.1402, Florida Statutes, elected to dissolve the Corporation. A copy of the Action Taken by Written Consent of the Shareholders is incorporated and attached as Exhibit "A". The number of votes cast for dissolution, being unanimous, was sufficient for approval.

THIRD:

Voting by voting groups was not required.

FOURTH:

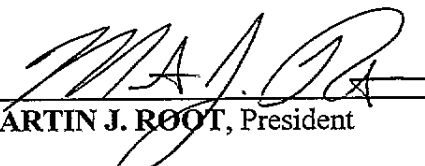
The date the dissolution was authorized is shown on the attached Exhibit "A".

FIFTH:

The Corporation is dissolved upon the effective date of its Articles of Dissolution.

22nd **IN WITNESS WHEREOF**, the undersigned has executed these Articles of Dissolution on the day of Dec., 1998, in Naples, Collier County, Florida.

SSN JAY MAR, INC.
a Florida Corporation, d/b/a
STUDIO SNAIDERO OF NAPLES

By: 
MARTIN J. ROOT, President

ATTEST:



MARTIN J. ROOT, Secretary

EXHIBIT "A"

WRITTEN CONSENT TO ACTION BY THE SHAREHOLDERS OF

SSN JAY MAR, INC.
d/b/a STUDIO SNAIDERO OF NAPLES

AUTHORIZING DISSOLUTION OF THE CORPORATION
AND ADOPTING A PLAN OF LIQUIDATION & DISSOLUTION

The undersigned being the sole Shareholder of SSN JAY MAR, INC., a Florida Corporation, d/b/a STUDIO SNAIDERO OF NAPLES, acting in accordance with Section 607.0704 of the Florida Business Corporation Act, hereby waives all notice of time, place or purpose of meeting and approves, adopts, and takes the following action by means of this written consent:

WHEREAS, the sole Shareholder has determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

WHEREAS, the sole Shareholder does hereby adopt a Plan of Liquidation and Dissolution for the Corporation;

RESOLVED: That the following Plan of Liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provision for the debts of the Corporation, and to distribute any remaining assets of the corporation:

1. The Corporation shall be liquidated pursuant to Section 331 of the Internal Revenue Code and Section 607.1402(6) of the Florida Statutes.
2. All liabilities and obligations of the Corporation other than the debt owed to SARAH JANE WHITLAM will be paid or discharged, or adequate provision will be made for them.
3. The Officers of the Corporation are authorized to sell or otherwise liquidate all of the properties and assets of the Corporation that they deem necessary or advantageous to facilitate the liquidation of the Corporation.
4. The Officers of the Corporation are authorized to do any and all things necessary or convenient to carry these Resolutions into effect, including, but

not limited to, the following:

- (a) Executing any and all instruments of conveyance;
 - (b) Paying all taxes and fees;
 - (c) Executing all documents required by law to be filed;
 - (d) Retaining professional advisors; and
 - (e) Doing all other things necessary or convenient to effect the dissolution of the Corporation.
5. After the provision for, or payment of, the known debts and liabilities of the Corporation, the Officers are authorized and directed to distribute the remaining cash or other assets of the Corporation to its creditor, **SARAH JANE WHITLAM**.

The effective date of dissolution shall be December 22nd, 1998.

DATED this 22nd day of December, 1998.

SOLE SHAREHOLDER:

MARTIN ROOT
MARTIN ROOT

SECRETARY'S CERTIFICATION

I ALSO HEREBY CERTIFY TO THE FOREGOING.

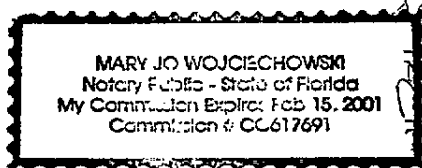


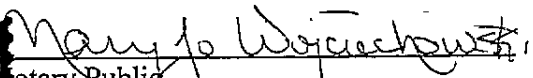
MARTIN ROOT, Secretary

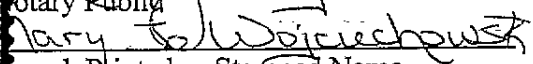
STATE OF FLORIDA)
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 25th day of December, 1998 by **MARTIN ROOT**, as Secretary, on behalf of **SSN JAY MAR, INC.**, a Florida Corporation, d/b/a **STUDIO SNAIDERO OF NAPLES**, who is personally known to me ~~(or has produced~~
~~_____ as identification)~~ and did/did not take an oath.

My commission expires:





Notary Public


Typed, Printed or Stamped Name