

P98000008638



ACCOUNT NO. : 072100000032

REFERENCE : 812537 11758A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 35.00

ORDER DATE : May 8, 1998

ORDER TIME : 12:52 PM

ORDER NO. : 812537-005

CUSTOMER NO: 11758A

CUSTOMER: Jeffrey S. Wachs, Esq
Doumar Curtis Cross Laystrom
1177 Southeast Third Avenue

Fort Lauderdale, FL 33316

000002517730--4

DOMESTIC FILINGS

NAME: PICTURE START PICTURES, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
98 MAY -8 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAY -8 PM 3:24
DIVISION OF CORPORATION

FILED

ARTICLES OF DISSOLUTION

98 MAY -8 PM 4:05

OF

PICTURE START PICTURES, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PICTURE START PICTURES, INC., by its President and Secretary, for the purpose of complying with the provisions of Section 607.1403 relating to the filing of Articles of Dissolution, does hereby execute the following Articles of Dissolution.

1. Name of the corporation: PICTURE START PICTURES, INC.

2. Name and address of its officers:

Daniella Bonan

1521 Alton Road, Suite 84

Miami Beach, Florida 33139

3. Name and address of its directors:

Daniella Bonan

1521 Alton Road, Suite 84

Miami Beach, Florida 33139

4. The foregoing dissolution was adopted by the Board of Directors and approved by the majority of the Shareholders of the Corporation on the 20th day of April, 1998.

5. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provisions have been made therefor.

6. All remaining property and assets of the corporation have been distributed to its shareholders.

7. There are no actions pending against the corporation in any court or adequate provision has been made for the satisfaction of any judgment, order or decree that may be entered against it in any pending action.

IN WITNESS WHEREOF, the President and Secretary have executed these Articles of Dissolution, this 20th day of April, 1998.

ATTEST:

PICTURE START PICTURES, INC.

By:

Daniella Bonan
DANIELLA BONAN

By:

Daniella Bonan
DANIELLA BONAN

STATE OF FLORIDA)

SS:

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared DANIELLA BONAN, President and Secretary of the Corporation, to me known to be the person described herein or produced Quebec, Canada drivers license as identification and who executed the foregoing Articles of Dissolution and she acknowledged before me that she executed the same for purposes therein expresses.

WITNESS my hand and seal in the county and state named above, this 20th day of April, 1998.

Lisa D. Belenson

Notary Public, State of Florida

Print Name: Lisa D. Belenson

Commission Number: CC 399213

My Commission Expires: 8/10/98



LISA D. BELENSON
COMMISSION # CC 399213
EXPIRES AUG 10, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

WRITTEN CONSENT BY
THE SHAREHOLDERS AND DIRECTORS OF
PICTURE START PICTURES, INC.

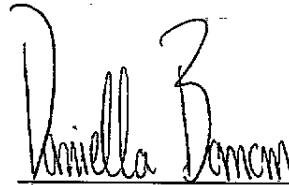
Pursuant to F.S. 607.0821 and F.S. 607.0704, the undersigned, constituting all of the Directors and Shareholders of PICTURE START PICTURES, INC. (the "Corporation") do hereby consent to and approve the following actions:

RESOLVED, that the Board of Directors do hereby authorize the dissolution of the Corporation effective the 30th day of April, 1998, in accordance with the Plan of Dissolution and Complete Liquidation attached hereto; and be it;

FURTHER RESOLVED, that the proper officers of the Corporation, be and hereby are, authorized, empowered and directed to do all such acts and things and to execute, acknowledge and deliver all such documents as may, in their discretion, be deemed necessary or desirable to carry out and comply with the terms and provisions of this resolution, and all acts and doings of the officers of the Corporation which are in conformity with the intent and purpose of this resolution whether

heretofore or hereafter taken and done shall be and the
same are hereby in all respects, ratified, confirmed and
approved.

DATED: April 20, 1998

A handwritten signature in cursive script, appearing to read 'Daniella Bonan', written over a horizontal line.

DANIELLA BONAN

Director and Shareholder

PLAN OF DISSOLUTION AND COMPLETE LIQUIDATION

The following plan of Dissolution and Complete Liquidation, (hereinafter called the "Plan"), shall be effective upon the adoption and approval of the Plan at a meeting of shareholders by the affirmative vote of the majority of the holders of record of the outstanding shares of PICTURE START PICTURES, INC., (hereinafter called the "Corporation"). The day of such adoption and approval by the shareholders is hereinafter called the "Effective Date".

1. Dissolution. As promptly as practicable after the Effective Date of the Plan, the Corporation shall be dissolved in accordance with the laws of the State of Florida.

2. Cessation of Business. After the Effective Date, the Corporation shall not engage in any business activities except for the purpose of preserving the value of its assets, adjusting and winding up its business and affairs, and distributing its assets in accordance with the Plan. The directors and officers now in office shall continue in office solely for these purposes.

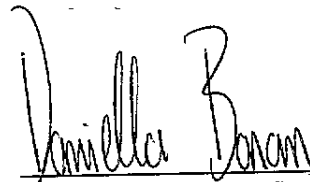
3. Payment of Debts. All known or ascertainable liabilities of the Corporation shall be promptly paid or provided for. There shall also be set aside, in cash, securities or other assets, a reserve fund in an amount estimated by the directors to be necessary for the payment of estimated expenses, taxes, and contingent liabilities.

4. Restrictions on Transfer of Shares. The proportionate interest of shareholders in the assets of Corporation shall be fixed on the basis of their respective shareholdings at the close of the business on the Effective Date of the Plan.

5. Liquidation Distribution. At such time as the Board of Directors of the Corporation may determine that all liabilities of the Corporation have been paid or provided for, including all costs of affecting and administering the Plan, the directors shall transfer any assets remaining to the shareholders, on a pro rata basis.

6. Power of the Board of Directors. The Board of Directors shall have authority to do or authorize any and all acts and things as provided for in the Plan and any and all such further acts and things as may be considered desirable to carry out the purposes of the Plan. The directors shall have authority to authorize such variations from or amendments of the provisions of the Plan as may be necessary or appropriate to effectuate and dissolution and complete liquidation of the Corporation, and the distribution of its assets to its shareholders in accordance with the laws of the State of Florida.

I hereby certify that this is a true copy of the Plan of
Dissolution adopted by the shareholders of PICTURE START PICTURES,
INC. on April 20, 1998.

A handwritten signature in cursive script, appearing to read "Daniella Bonan", written over a horizontal line.

DANIELLA BONAN, President