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JOEL REINSTEIN

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September 11, 2000

FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-09/12/00--01056--001
*****35.00 *****35.00

Re: NPV PROPERTIES, INC.

Dear Sir or Madam:

Enclosed for filing are the Articles of Dissolution effective when filed for the above-referenced corporation, together with our check in the amount of \$35.00, representing your filing fee. Please return a filed copy in the self-addressed stamped envelope.

Thank you for your cooperation in this matter.

Sincerely,

Joel Reinstein

JR/wsm
Enclosures-check
cc: Mrs. Nancy P. Valassis
Mr. Larry Johnson
Leroy Koross, CPA

StateDisNPV.ltr

FILED
00 SEP 12 PM 12:29
TALLAHASSEE, FLORIDA

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9/20/00
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ARTICLES OF DISSOLUTION
OF
NPV PROPERTIES, INC.

STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1402 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purposes of dissolving the corporation:

1. The name of the corporation filing these Articles of Dissolution is NPV Properties, Inc. (the "Corporation").

2. The Corporation elected to dissolve by unanimous written consent of its sole stockholder and director. A copy of the resolution to dissolve and a statement that its sole stockholder and director adopted the resolution as of September 9, 2000 is attached hereto.

IN WITNESS WHEREOF, the undersigned President and Secretary of NPV Properties, Inc. have executed these Articles of Dissolution on behalf of the Corporation as of the 9th day of September, 2000.

NPV PROPERTIES, INC.

ATTEST:

Nancy P. Valassis
Nancy P. Valassis, Secretary

By: Nancy P. Valassis
Nancy P. Valassis, President

STATE OF FLORIDA)
) ss:
COUNTY OF Broward)

BEFORE ME, the undersigned authority, personally appeared Nancy P. Valassis, the President and Secretary of NPV Properties, Inc., a Florida Corporation and she acknowledged before me that she executed the foregoing Articles of Dissolution at such offices for and on behalf of said Corporation after having been duly authorized to do so.

WITNESS my hand and official seal in the State and County aforesaid this 9 day of September, 2000.



Adrienne L. Boyd
Commission # 00808655
Expires Mar. 31, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Adrienne L. Boyd SEAL)
Notary Public
State of Florida

My Commission Expires 3/31/03

NPVProp.dis

SECRETARY'S CERTIFICATE

The undersigned, being the Secretary of NPV Properties, Inc., a Florida corporation does hereby certify that the attached is a true and correct copy of resolutions adopted by the Board of Directors and the Stockholder of NPV Properties, Inc., effective on September 9, 2000 and filed with the minutes of the Corporation.

Dated this 9 day of Sept., 2000.

Nancy P. Valassis
Nancy P. Valassis, Secretary

NPV PROPERTIES, INC.

**CONSENT OF THE SOLE DIRECTOR
IN LIEU OF ORGANIZATIONAL MEETING**

Dated as of date of filing

Pursuant to the authority contained in §607.0205 of the Florida Business Corporation Act, the undersigned, being the sole director of **NPV PROPERTIES, INC.**, a Florida corporation (the "Corporation"), named in the Articles of Incorporation of this Corporation that were filed with the Department of State of the State of Florida, does hereby agree that when the sole director has signed this consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as though adopted at an organizational meeting of the sole director duly called and held for the purpose of acting upon proposals to adopt such resolutions in accordance with §607.0205 of the Florida Business Corporation Act:

Organizational Actions

RESOLVED, that the Articles of Incorporation of this Corporation that were filed with the Department of State of the State of Florida, together with the accompanying Certificate of the Florida Secretary of State, are approved and ordered to be filed in the Minute Book of the Corporation as a part of the permanent records of the Corporation.

RESOLVED, that the Bylaws in the form heretofore presented to the sole director are adopted as the initial Bylaws of this Corporation, in accordance with §607.0206 of the Florida Business Corporation Act, and that the Bylaws are ordered to be filed in the Minute Book immediately following the copy of the Articles of Incorporation.

RESOLVED, that the following are hereby elected as Directors of the Corporation, to serve until the annual meeting of sole Shareholder or until their successors have been duly elected and shall qualify:

Nancy P. Valassis - Chairman
Doug T. Valassis
D. Craig Valassis
Deborah A. Lyonais
Diane P. Johnson

RESOLVED, that the following persons be and hereby are elected to the offices set forth opposite their names below, to serve until the first annual meeting of the Directors or until their respective successors have been duly elected and qualified:

Nancy P. Valassis - President/Chief Executive Officer/Secretary/Treasurer
Doug T. Valassis - Vice President

D. Craig Valassis - Vice President
Deborah A. Lyonnais - Vice President
Diane P. Johnson - Vice President

RESOLVED, that the Secretary is instructed to retain custody of the Minute Book and to insert therein this Consent of the Sole Director and the minutes of all other proceedings of shareholders and directors of this Corporation.

RESOLVED, that the form of stock certificate representing shares of the common stock of the Corporation (the "Common Stock"), in the form heretofore presented to the sole Director, is approved and adopted, and the Secretary is instructed to insert a specimen thereof in the Minute Book of the Corporation.

RESOLVED, that the Corporate Seal of the Corporation, an impression of which is affixed hereto, be, and the same hereby is, approved and adopted as the Corporate Seal of this Corporation.

RESOLVED, that in consideration of the payment set forth below the President and Secretary are authorized to issue a certificate of Common Stock to the following and in the following amount for the consideration paid as indicated:

<u>NAME</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Nancy P. Valassis	100	\$1.00

RESOLVED, that for the purpose of authorizing the Corporation to do business in any state, territory or dependency of the United States or any foreign country in which it is necessary or expedient for this Corporation to transact business, the proper officers of this Corporation are hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and, under the Corporate Seal, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the Corporation to transact business therein and whenever it is expedient for the Corporation to cease doing business therein and withdraw therefrom, to revoke any appointment

of agent or attorney for service of process, and to file such certificates, reports, revocation of appointment, or surrender of authority as may be necessary to terminate the authority of the Corporation to do business in any state, territory, dependency or country.

RESOLVED, that the officers of the Corporation are hereby authorized to designate one or more banks to serve as depositories of the Corporation and, in connection therewith, the Board hereby adopts the form of any authorizing resolutions required by such banks to establish accounts, copies of which shall be inserted in the Minute Book of the Corporation.

RESOLVED, that the Treasurer of this Corporation is authorized to pay all charges and expenses incident to and arising out of the organization of this Corporation and to reimburse any person who has made any disbursements therefor.

"S" Corporation Election

RESOLVED, that the Corporation shall elect to be taxed as an "S" corporation for income tax purposes under the provisions of Section 1362 of the Internal Revenue Code and the proper officers of the Corporation be, and they hereby are, authorized and directed to evidence such election by completing and filing Form 2553 with the United States Treasury Department, Internal Revenue Service.

General Ratification

RESOLVED, that in addition to and without limiting the foregoing, the appropriate officers of the Corporation be, and each of them hereby is, authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Corporation, all such instruments and documents as such officer may deem appropriate in order to effect the intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be) and all actions heretofore taken by the officers and agents of the Corporation in connection with subject of the foregoing recitals and resolutions be, and hereby are, approved, ratified and confirmed in all respects as the acts and deeds of the Corporation.

RESOLVED, that the authorizations contained herein shall be effective for all purposes as of the date of filing.

IN WITNESS WHEREOF, the undersigned sole director has executed the foregoing Consent of the Sole Director for the purpose of giving consent thereto this ____ day of February, 1998.


NANCY P. VALASSIS