

04/18/2001

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Division of Corporations

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DIVISION OF CORPORATIONS

DISSOLUTION

STUDIO VIRTUA, INC.

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Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

Voluntarily Dissolved

04-18-01

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**ARTICLES OF DISSOLUTION
OF
STUDIO VIRTUA, INC.**

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, STUDIO VIRTUA, INC., a Florida corporation (the "Corporation") hereby adopts the following Articles of Dissolution and certifies the following information for the purposes of dissolving the Corporation:

I.

The name of the corporation is Studio Virtua, Inc. (the "Corporation").

II.

The principal office is located at:

6717 Tarrega Street
Coral Gables, Florida 33146

III.

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

IV.

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

V.

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 which may be entered against it in any pending action.

VI.

Dissolution was approved unanimously by the shareholders of the Corporation. The number of votes cast for dissolution was sufficient for approval. Attached hereto is a copy of the

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Joint Unanimous Written Consent of all of the Shareholders of the Corporation, signed by said shareholders, in which the shareholders consented to and authorized the dissolution of the Corporation effective as of April 12, 2001.

VII.

The name and address of the statutory agent of the Corporation is as follows:

Claire S. Prohias
6717 Terraga Street
Coral Gables, Florida 33146

IN WITNESS WHEREOF, Studio Virtua, Inc. has caused these Articles of Dissolution to be executed by its authorized officers effective as of April 12, 2001.

STUDIO VIRTUA, INC.

By: 

Allan S. Wright
President

By: _____

Claire S. Prohias
Vice President, Secretary and Treasurer

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Joint Unanimous Written Consent of all of the Shareholders of the Corporation, signed by said shareholders, in which the shareholders consented to and authorized the dissolution of the Corporation effective as of April 12, 2001.

VII.

The name and address of the statutory agent of the Corporation is as follows:

Claire S. Prohias
6717 Tarrega Street
Coral Gables, Florida 33146.

IN WITNESS WHEREOF, Studio Virtua, Inc. has caused these Articles of Dissolution to be executed by its authorized officers effective as of April 12, 2001.

STUDIO VIRTUA, INC.

By: _____
Allan S. Wright
President

By: Claire S. Prohias
Claire S. Prohias
Vice President, Secretary and Treasurer

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WRITTEN CONSENT OF ALL OF THE SHAREHOLDERS
OF

STUDIO VIRTUA, INC.

Liquidation and Dissolution of Corporation

Pursuant to Section 607.1402(6) of the Florida Statutes, the undersigned, being all of the Shareholders of Studio Virtua, Inc., a Florida corporation (the "Corporation"), acting by written consent in lieu of a formal special meeting of the shareholders, do hereby adopt and approve the resolutions set forth below, and direct the Secretary of the Corporation to place this record of the resolutions set forth herein in the minutes of the proceedings of the Shareholders of the Corporation.

WHEREAS, the Shareholders of the Corporation deem that it is in the best interest of the Corporation that the Corporation be liquidated and dissolved as soon as practicable, pursuant to the Plan of Complete Liquidation and Dissolution of the Corporation attached hereto as Exhibit A (the "Plan");

NOW, THEREFORE, BE IT RESOLVED, that the Shareholders hereby authorize, approve and adopt the Plan, and the officers of the Corporation are expressly authorized to execute and file the Articles of Dissolution with the Florida Department of State and to negotiate, agree upon, execute and deliver from time to time in the name and on behalf of the Corporation, such agreements, consents, documents, instruments, certificates, notices and other assurances and to do and perform any and all such other actions and things as may to any of them seem necessary or proper to implement, effect, consummate and carry out the foregoing and the Plan.

Executed by the undersigned, the Shareholders of the Corporation, effective as of April 12, 2001.


Allan J. Wright
Claire S. Prohlias

EXHIBIT A

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**WRITTEN CONSENT OF ALL OF THE SHAREHOLDERS
OF
STUDIO VIRTUA, INC.**

Liquidation and Dissolution of Corporation

Pursuant to Section 607.1402(6) of the Florida Statutes, the undersigned, being all of the Shareholders of Studio Virtua, Inc., a Florida corporation (the "Corporation"), acting by written consent in lieu of a formal special meeting of the shareholders, do hereby adopt and approve the resolutions set forth below, and direct the Secretary of the Corporation to place this record of the resolutions set forth herein in the minutes of the proceedings of the Shareholders of the Corporation.

WHEREAS, the Shareholders of the Corporation deem that it is in the best interest of the Corporation that the Corporation be liquidated and dissolved as soon as practicable, pursuant to the Plan of Complete Liquidation and Dissolution of the Corporation attached hereto as Exhibit A (the "Plan");

NOW, THEREFORE, BE IT RESOLVED, that the Shareholders hereby authorize, approve and adopt the Plan, and the officers of the Corporation are expressly authorized to execute and file the Articles of Dissolution with the Florida Department of State and to negotiate, agree upon, execute and deliver from time to time in the name and on behalf of the Corporation, such agreements, consents, documents, instruments, certificates, notices and other assurances and to do and perform any and all such other actions and things as may to any of them seem necessary or proper to implement, effect, consummate and carry out the foregoing and the Plan.

Executed by the undersigned, the Shareholders of the Corporation, effective as of April 12, 2001.

Alan S. Wright

Claire S. Prohins

EXHIBIT A

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**Plan of Complete Liquidation and Dissolution of
Studio Virtua, Inc.**

A. All of the assets of Studio Virtua, Inc., a Florida corporation (the "Corporation"), after payment of or provisions for all its liabilities, shall be assigned, transferred, conveyed and distributed to the Shareholders in complete liquidation of the Corporation as soon as practicable in one or more liquidating distributions, such distribution or distributions to be in complete cancellation and redemption of all of the shares of the Corporation.

B. The Corporation shall file on a timely basis with the Internal Revenue Service and any other governmental authority having jurisdiction, all form, returns, documents and information required to be filed by reason of the complete liquidation of the Corporation.

C. As soon as practicable after the liquidation of the Corporation has been completed by distribution of all its remaining assets to the shareholders, the Corporation shall be voluntarily dissolved pursuant to the Florida Business Corporation Act, and the officers and directors of the Corporation are authorized to execute and file all documents necessary to effect such dissolution.

D. The officers and directors of the Corporation are empowered, authorized and directed to enter into, execute, deliver and file any and all agreements, documents or other instruments, and to do any and all other things in the name and on behalf of the Corporation which they may deem necessary or desirable to carry out the provisions, purposes and intent of this Plan.

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