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April 30, 1999

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Via Federal Express

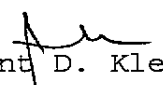
Re: Articles of Dissolution  
Resignow, Inc.

Gentlemen:

Enclosed are two (2) executed copies of Articles of  
Dissolution of Resignow, Inc., along with a check in the amount of  
\$87.50. Please return the certified copy in the enclosed Federal  
Express envelope to the undersigned.

If there are any questions, please call.

Very truly yours,

  
Brent D. Klein

BDK/sew

300002862259-6  
-05/04/99-01079-009  
\*\*\*\*\*87.50 \*\*\*\*\*43.75

FILED  
99 MAY -4 PM 1:4  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Vold  
TLL MAY 4 2 1999

ARTICLES OF DISSOLUTION  
OF  
RESIGNOW, INC.

FILED  
99 MAY -4 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RESIGNOW, INC., a corporation organized and existing under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Dissolution pursuant to the provisions of Section 617.1403, of the Florida Not For Profit Corporation Act:

1. The name of the corporation is Resignow, Inc.
2. The corporation has no members.
3. There are three members of the Board of Directors of the corporation currently in office.
4. On April 29, 1999, the Board of Directors of the corporation unanimously adopted a resolution to dissolve the corporation.
5. The corporation shall be dissolved upon filing of Articles of Dissolution with the Secretary of State of the State of Florida.
6. Pursuant to Florida Statutes Section 617.1406, attached hereto is a plan of distribution of assets of the corporation authenticated by an officer of the corporation and containing the officer's certificate of compliance.

Executed this 30 day of April, 1999.

RESIGNOW, INC.

By:   
Thomas R. Spencer, Jr., President

Certification

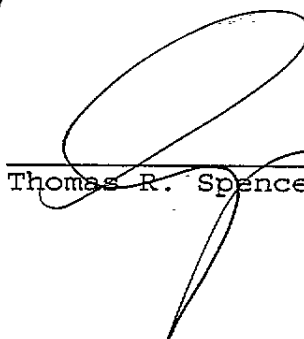
The undersigned, as president of Resignow, Inc., a corporation organized and existing under Chapter 617 of the Florida Statutes hereby certifies that:

1. The Plan of Distribution of Assets of Resignow, Inc., attached hereto as Exhibit A ("Plan of Distribution"), is a true, correct and authentic copy of the Plan of Distribution unanimously adopted by the Board of Directors of the corporation on April 29, 1999.

2. The corporation has no members.

3. The Plan of Distribution was unanimously adopted by the Board of Directors of the corporation on April 29, 1999, in compliance with the provisions of Section 617.1406(2).

Executed this 30 day of April, 1999.

  
\_\_\_\_\_  
Thomas R. Spencer, Jr.

**Exhibit A**  
**to**  
**Certification**

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**Plan of Distribution of Assets**  
**OF**  
**RESIGNOW, INC.**

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The Board of Directors of RESIGNOW, INC., a corporation organized and existing under Chapter 617 of the Florida Statutes, unanimously adopted the following plan of distribution of assets pursuant to Section 617.1406(2) of the Florida Statutes, on April 29, 1999:

(a) All liabilities and obligations of the corporation shall be paid and discharged, or adequate provisions be made therefor;

(b) Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution of the corporation, if any, shall be returned, transferred, or conveyed in accordance with such requirements;

(c) Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution of the corporation, if any, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the corporation, as

shall be designated by the Board of Directors of the corporation;  
and

(d) Any remaining assets shall be distributed to the  
United Way of Dade County, Florida.