

511940



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 526383 4303929

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 43.75

ORDER DATE : December 22, 1999

ORDER TIME : 9:47 AM

ORDER NO. : 526383-025

800003078978--0

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie C. Johnson
Greenberg Traurig, P.a.
1221 Brickell Avenue
21st Floor
Miami, FL 33131

DOMESTIC FILINGS

NAME: EDI MASTERS, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: _____

Diss.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JAN 20 PM 2:13

99 DEC 23 AM 10:53

FILED

RECEIVED

S. PAYNE JAN 20 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 27, 1999

CSC

Attn: Christine Lillich
Tallahassee, FL

SUBJECT: EDI MASTERS, INC.
Ref. Number: S11940

We have received your document for EDI MASTERS, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 799A00060165

RESUBMIT

*Please give original
submission date as file date.*

RECEIVED
00 JAN 20 AM 9:01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION
OF
EDI MASTERS, INC.**

FILED
00 JAN 20 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the corporation is EDI Masters, Inc. (the "Corporation").

II.

The principal office is located at:

5980 Miami Lakes Drive
Miami Lakes, Florida 33104

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 sole shareholder.

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.

Attached hereto is a copy of the written consent of the Corporation's sole shareholder, signed by said shareholder, in which the sole shareholder consented to and authorized the dissolution of the Corporation effective as of December 31, 1999.

VII.

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

Richard G. Garrett
1221 Brickell Avenue
Miami, Florida 33131

IN WITNESS WHEREOF, EDI Masters, Inc. has cause these Articles of Dissolution to be executed by its authorized officers effective as of December 31, 1999.

EDI MASTERS, INC.

By: _____

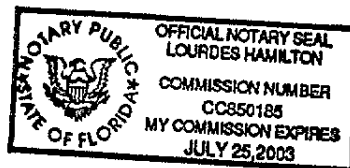
Burton A. Honig
Vice President

STATE OF FLORIDA)

COUNTY OF MIAMI- DADE)

These Articles of Dissolution were acknowledged before me this ____ day of December, 1999, by Burton A. Honig, the President of Consumer Products Americas, Inc., a Florida corporation, on behalf of the Corporation.

Notary Public



EDI MASTERS, INC.

**Written Consent of the
Sole Shareholder in Lieu of a Meeting**

Dated as of December 31, 1999

Liquidation and Dissolution of Corporation

Pursuant to Section 607.1402(6) of the Florida Statutes, the undersigned, being the Sole Shareholder of EDI Masters, Inc., a Florida corporation (the "Corporation"), acting by written consent in lieu of a formal special meeting of the shareholder, does hereby adopt and approve the resolutions set forth below, and directs the Secretary of the Corporation to place this record of the resolutions set forth herein in the minutes of the proceedings of the Shareholder of the Corporation.

WHEREAS, the Sole Shareholder of the Corporation deems 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");

RESOLVED, that the Sole Shareholder hereby authorizes, approves and adopts 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 Sole Shareholder of the Corporation, effective as of December 31, 1999.

WINDMERE HOLDINGS CORPORATION


By: 
Burton A. Honig, President

EXHIBIT A

**Plan of Complete Liquidation and Dissolution of
EDI Masters, Inc.**

A. All of the assets of EDI Masters, Inc., a Florida corporation (the "Corporation"), after payment of or provisions for all its liabilities, shall be assigned, transferred, conveyed and distributed to the Sole Shareholder 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 Sole Shareholder, 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.