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WEST PALM BEACH  
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December 29, 1998

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Delray Art and Framing Center, Inc.  
My File No. 6703

Dear Ladies and Gentlemen:

Enclosed please find the original articles of dissolution and statement of intent to dissolve for this corporation. I am also enclosing my trust account check in the amount of \$35.00 for the filing fee. Please send me proof of the filing of the articles of dissolution.

Sincerely yours,

*David W. Schmidt*

David W. Schmidt

Diss  
1-12-99  
DWS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 DEC 31 PM 1:36

FILED

ARTICLES OF DISSOLUTION  
PURSUANT TO SECTION 607.267  
OF THE  
FLORIDA GENERAL CORPORATION ACT

FILED

98 DEC 31 PM 1:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.257 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 is Delray Art and Framing Center, Inc.

2. The names and respective addresses of its officers are:

| <u>Name</u>           | <u>Office</u>           | <u>Address</u>                            |
|-----------------------|-------------------------|-------------------------------------------|
| Florence Daniels-Pace | President/<br>Treasurer | 2522 Par Circle<br>Delray Beach, FL 33445 |
| Benson Pace           | Secretary               | 2522 Par Circle<br>Delray Beach, FL 33445 |

3. The names and respective addressees of its directors are:

| <u>Name</u>           | <u>Address</u>                            |
|-----------------------|-------------------------------------------|
| Florence Daniels-Pace | 2522 Par Circle<br>Delray Beach, FL 33445 |
| Benson Pace           | 2522 Par Circle<br>Delray Beach, FL 33445 |

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

5. All remaining property and assets of the corporation have been distributed among the shareholders in accordance with their respective rights and interests.

6. There are no actions pending against the corporation in any court.

7. A statement of intent to dissolve the corporation is being filed with the Secretary of State contemporaneously with the filing of these Articles of Dissolution.

Dated December 14, 1998.

Delray Art and Framing Center,  
Inc.

By: Florence Daniels-Pace  
President

And: Benson Pace  
Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY, that on this 14th day of December, 1998, before me personally appeared FLORENCE DANIELS-PACE and BENSON PACE, President and Secretary, respectively, of Delray Art and Framing Center, Inc., a corporation under the laws of the State of Florida, to me known to be the persons who signed the foregoing instrument as such officers and acknowledged the execution thereof to be their free act and deed as such officers for the uses and purposes therein mentioned and that they affixed thereto the official seal of said corporation, and that the said instrument is the act and deed of said corporation.

WITNESS my hand and official seal at Delray Beach, in the County of Palm Beach and State of Florida, the day and year last aforesaid.

David W. Schmidt  
Notary Public-State of Florida  
Print Name:  
My commission expires:



DAVID W. SCHMIDT  
COMMISSION # CC583944  
EXPIRES SEP 09, 2000  
BONDED THROUGH  
ATLANTIC BONDING CO., INC.

**STATEMENT OF INTENT TO DISSOLVE  
DELRAY ART AND FRAMING CENTER, INC.  
BY ACT OF THE CORPORATION**

Pursuant to the provisions of Section 607.257 of the Florida General Corporation Act, the undersigned corporation submits the following statement of intent to dissolve the corporation by act of the corporation.

1. The name of the corporation is Delray Art and Framing Center, Inc.

2. The following resolution to dissolve the corporation was adopted by the shareholders of the corporation on December 14th, 1998:

**BE IT RESOLVED:**

That the shareholders believe that it is in the best interests of the corporation to dissolve immediately in accordance with Section 607.257 of the Florida Statutes and hereby approve the board of directors resolution for dissolution and vote for dissolution of this corporation.

3. The number of shares of the corporation outstanding at the time of such adoption was 8,000; and the number of shares entitled to vote thereon was 8,000.

4. The number of shares voted for such resolution was 8,000; and the number of shares voted against such resolution was 0.

Dated December 14, 1998.

Delray Art and Framing Center,  
Inc.

By: Florence Daniels-Pace  
President

And: [Signature]  
Secretary