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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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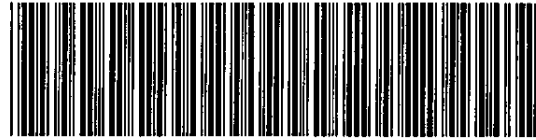
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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December 27, 2006

SECRETARY OF STATE
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

RE: B. J. DICK, INC.

Gentlemen:

Enclosed herewith please find Articles of Dissolution, together with copy of Resolution to Dissolve, with regard to the above corporation, together with check in the amount of \$35.00 filing fee.

We would appreciate your appropriately filing these Articles of Dissolution and advising this office should you require any further information and/or documentation to complete the filing. Otherwise, we will await a response from your office that the enclosures are satisfactory and in proper form and content.

We thank you in advance for your usual courtesies and prompt attention.

Very truly yours,

Melvin F. Frankel

MELVIN F. FRANKEL

MFF:cj
Enclosures (as stated)

ARTICLES OF DISSOLUTION
OF
B.J. DICK, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


1. The name of the corporation is B.J. DICK, INC., a Florida corporation..
2. The names and address of its sole officer is

SHARON DICK ROTHMAN, f/k/a SHARON DICK.
8110 S.W. 78th Street
Miami, Florida 33143
3. The names and address of its sole director is:

SHARON DICK ROTHMAN, f/k/a SHARON DICK.
8110 S.W. 78th Street
Miami, Florida 33143
4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.
5. All the remaining property and assets of the corporation have been distributed to its sole shareholder as the owner and holder of 100% of the corporate stock of the Corporation. and the sole shareholder has assumed responsibility for the payment of any and all obligations which arose during the existence of the corporation.
6. 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 the corporation in any pending action).
7. A Written Action to Liquidate and Dissolve taken by the sole shareholder and director of the Corporation, in lieu of copy of a resolution to dissolve is attached, adopted on December 22, 2006.

Dated this 22nd day of December, 2006.

BARRY DICK, INC., a Florida corporation

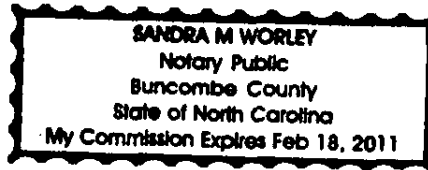
BY: 
SHARON DICK ROTHMAN, as sole Officer, sole
Director and sole shareholder

STATE OF NORTH CAROLINA

COUNTY OF Buncombe

SWORN TO AND SUBSCRIBED before me by Sharon Dick Rothman, as sole officer, director and shareholder of B.J. DICK, INC., a Florida corporation, on this 22 day of December, 2006.. She is [] well and personally known to me or [] presented a Florida Driver's License No. D200-793-38-771-0 as proof of her identity.

Sandra M. Worley
NOTARY PUBLIC, STATE OF NORTH CAROLINA
Print Name: SANDRA M. WORLEY
Commission Number: NA
My commission Expires: FEB. 18, 2011



**PLAN OF LIQUIDATION,
RESOLUTION TO DISSOLVE, AND
CONSENT TO ACTION WITHOUT MEETING
OF
SOLE SHAREHOLDER
OF
B.J. DICK, INC.**

The undersigned, SHARON DICK ROTHMAN, f/k/a SHARON DICK, being the sole Shareholder of **B.J. DICK, INC.**, a corporation organized and existing under the laws of the State of Florida, (the "corporation"), as well as the sole officer and director thereof, in compliance with 607.1402 Florida Statutes 2005, hereby consent to the adoption of the following Resolutions without a formal meeting of the Shareholders and/or Directors of the Corporation and the taking of any and all actions contemplated therein or thereby including but not limited to the ultimate filing of Articles of Dissolution pursuant to Section 607.1403 Florida Statutes 2005 without the necessity of further approval or consent for each of the undersigned in their capacity as a shareholder.

RESOLVED: That the undersigned, being the sole Shareholder of **B.J. DICK, INC.**, consents to the dissolution of the Corporation in accordance with the provisions of Sections 607.1402 Florida Statutes, 2005.

RESOLVED: That the following plan of liquidation in accordance with Section 331 of the Internal Revenue Code of 1986 as Amended, be, and it hereby is adopted:

1. The Corporation, by its duly authorized officer shall distribute to its shareholder all of its assets, subject to any liabilities, with the exception of a reasonable amount of cash to be retained for payment of federal and state taxes. The sole shareholder does herewith agree to assume her share of the said unpaid liabilities and will surrender her or its stock for cancellation.

2. The Corporation shall file Articles of Dissolution with the Secretary of State.


3. Upon the adoption of this Plan of Liquidation, the officers shall cause to be filed with the Internal Revenue Service Center Form 966 together with a certified copy of this Consent to Action and any necessary schedules.

RESOLVED: That the sole officer of the Corporation is **SHARON DICK ROTHMAN, f/k/a SHARON DICK** and said officer is hereby authorized to approve and to take any and all actions, to do any and all things, to execute any and all documents, instruments and agreements and to effect any and all filings and recordings as the officer so approving, acting, doing, executing, filing or recording shall deem necessary or appropriate to carry out the intent of these Resolutions.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, intending this Consent to become effective as of the date this Consent is signed by the sole Stockholder affixing her hand and seal hereto or the date specified below whichever occurs the later.

Dated: December 22, 2006

B.J. DICK, INC., a Florida corporation in liquidation

BY: 
SHARON DICK ROTHMAN, f/k/a SHARON DICK, as sole officer, sole director and sole shareholder

SUMMARY OF STOCK LEDGER

TOTAL SHARES AUTHORIZED:

TOTAL SHARES ISSUED AND OUTSTANDING:

<u>Stockholders at date of Adoption of Plan</u>	<u>No. of votes & No. of Shares</u>	<u>Certificate No.</u>
SHARON DICK ROTHMAN	100	2
TOTAL SHARES:	100	