

Law Offices
BLASS & FRANKEL, P.A.

Professional Association

Stephen A. Blass
Melvin F. Frankel

One Southeast Third Avenue
1400 SunTrust International Center
Miami, Florida 33131
Telephone (305) 377-9353
Facsimile (305) 372-3670 or 371-6934
INTERNET blassfran@icanect.net

V20129

July 7, 1997

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

600002235846--3
-07/11/97-01057-008
*****87.50 *****87.50

RE: KALO PROPERTIES CORP.

Gentlemen:

Enclosed herewith please find Articles of Dissolution, with copies of Resolution to be attached to Form 966 and Form 966, attached, with regard to the above corporation, together with check in the amount of \$87.50 to cover the filing fee and certified copy.

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

MFF:cj
Enclosures (as stated)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 11 PM 4:12

JUL 14 1997

**ARTICLES OF DISSOLUTION
OF
KALO PROPERTIES CORP.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 11 PM 4: 12

1. The name of the corporation is:

KALO PROPERTIES CORP.

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

CORINA ABADI
19355 TURNBERRY WAY, APT. 18-L
AVENTURA, FLORIDA 33180

RICHARD ABADI
19355 TURNBERRY WAY, APT. 18-L
AVENTURA, FLORIDA 33180

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

CORINA ABADI - PRESIDENT
19355 TURNBERRY WAY, APT. 18-L
AVENTURA, FLORIDA 33180

RICHARD ABADI - SECRETARY
19355 TURNBERRY WAY, APT. 18-L
AVENTURA, FLORIDA 33180

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 among its shareholders in accordance with their respective rights and interest and the shareholders have 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 copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 30th day of June, 1997.

Dated this 30th day of June, 1997.

KALO PROPERTIES CORP.

BY: *Corina Abadi*
CORINA ABADI, President

ATTEST:

Richard Abadi
RICHARD ABADI, Secretary

STATE OF FLORIDA :
COUNTY OF DADE :

July The foregoing instrument was acknowledged before me this 30th day of
June, 1997, by CORINA ABADI who ☒ is personally known to me, or ☐
produced _____ as Identification.



SUSAN A. MANWEILER
COMMISSION # CC 567325
EXPIRES SEP 19, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

Susan A. Manweiler
PRINT NAME: SUSAN A. Manweiler
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires: SEPT. 19, 2000
Commission No: CC-567325

STATE OF FLORIDA :
COUNTY OF DADE :

July The foregoing instrument was acknowledged before me this 30th day of
June, 1997, by RICHARD ABADI who ☒ is personally known to me, or ☐
produced _____ as Identification.



SUSAN A. MANWEILER
COMMISSION # CC 567325
EXPIRES SEP 19, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

Susan A. Manweiler
PRINT NAME: SUSAN A. MANWEILER
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires: SEPT. 19, 2000
Commission No: CC-567325

CERTIFIED COPY OF RESOLUTION TO BE ATTACHED TO FORM 966

I, RICHARD ABADI, do hereby certify that I am the duly elected and acting Secretary of KALO PROPERTIES CORP., a Florida Corporation; that the following is a true and correct copy of certain preambles and resolutions duly adopted by the Board of Directors of said corporation by unanimous consent; and that said preambles and resolution are in full force and effect, to wit:

WHEREAS, the sole shareholder of this Company has executed and delivered to this Company, a consent to the dissolution of this Company; and

WHEREAS, this Company is to be voluntarily dissolved pursuant to the appropriate provisions of The Business Corporation Act of Florida; and

WHEREAS, it is now desired that a plan be effected for the complete liquidation of this Company pursuant to the provisions of Internal Revenue Code 331;

NOW, THEREFORE, BE IT RESOLVED, that the following plan for the complete liquidation of this Company be and the same is hereby adopted:

(1) The proper officers of this Company shall forthwith file the appropriate Statement of Intent to Dissolve pursuant to the provisions of The Business Corporation Act of Florida.

(2) The assets and property of this Company, subject to its liabilities, if any, shall be assigned and conveyed equally to the shareholders of this Company, upon said shareholder's agreeing to assume and pay said liabilities and surrendering for cancellation the certificates representing all of the outstanding shares of stock of this Company, and the proper officers of this Company shall execute, endorse and deliver all assignments, powers, deeds, bills of sale and documents of conveyance or other documents necessary to effect such conveyance to the shareholders.

(3) Upon such conveyance and assumption, this Company shall be dissolved, and the proper officers of this Company shall file with the Secretary of State of the State of Florida the appropriate Articles of Dissolution pursuant to the provisions of the Business Corporation Act of Florida, and such other documents as may be required under the laws of Florida or of the United States as in such case may be provided.

WITNESS my hand as Secretary of said corporation and with its corporate seal hereunto affixed this 24 day of June, 1997.

KALO PROPERTIES CORP.

By: _____

RICHARD ABADI, Secretary

(CORPORATE SEAL)

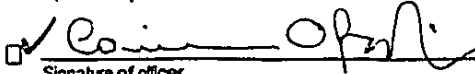
Corporate Dissolution or Liquidation
(Required under section 6043(a) of the Internal Revenue Code)

OMB No. 1545-0041

Please type or print	Name of corporation KALO PROPERTIES CORP.			Employer identification number 65-0458044					
	Number, street, and room or suite no. (if a P.O. box number, see instructions below.) 19355 TURNBERRY WAY, APT. 18-L			Check type of return <input checked="" type="checkbox"/> 1120 <input type="checkbox"/> 1120-L <input type="checkbox"/> 1120-IC-DISC <input type="checkbox"/> 1120S <input type="checkbox"/> Other <input type="checkbox"/>					
	City or town, state, and ZIP code AVENTURA, FL 33180								
1	Date incorporated 03-09-1992	2	Place incorporated MIAMI, FLORIDA	3	Type of liquidation <input checked="" type="checkbox"/> Complete <input type="checkbox"/> Partial				
5	Service Center where corporation filed its immediately preceding tax return ATLANTA, GA.	6	Last month, day, and year of immediately preceding tax year 12-31-96	7a	Last month, day, and year of final tax year 07-31-1997				
7c	Name of common parent NOT APPLICABLE			7d	Employer identification number of common parent				
				7e	Service Center where consolidated return was filed				
				8	Total number of shares outstanding at time of adoption of plan or liquidation <table border="1"><tr><td>Common</td><td>Preferred</td></tr><tr><td align="center">1,000</td><td align="center">0</td></tr></table>	Common	Preferred	1,000	0
Common	Preferred								
1,000	0								
				9	Date(s) of any amendments to plan of dissolution NOT APPLICABLE				
				10	Section of the Code under which the corporation is to be dissolved or liquidated 331				
				11	If this return concerns an amendment or supplement to a resolution or plan, enter the date the previous Form 966 was filed NOT APPLICABLE				

Attach a certified copy of the resolution or plan and all amendments or supplements not previously filed.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete.

<input checked="" type="checkbox"/> 	PRESIDENT/SOLE SHAREHOLDER	6/20/97
Signature of officer	Title	Date

Instructions

Paperwork Reduction Act Notice. — We ask for the information on this form to carry out the Internal Revenue laws of the United States. You are required to give us the information. We need it to ensure that you are complying with these laws and to allow us to figure and collect the right amount of tax.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is:

Recordkeeping 5 hr., 1 min.
Learning about the law or the form 6 min.
Preparing and sending the form to the IRS 11 min.

If you have comments concerning the accuracy of these time estimates or suggestions for making this form simpler, we would be happy to hear from you. You can write to the Tax Forms Committee, Western Area Distribution Center, Rancho Cordova, CA 95743-0001. DO NOT send the tax form to this office. Instead, see When and Where To File on this page.

Who Must File. — A corporation must file Form 966 if it adopts a resolution or plan to dissolve the corporation or liquidate any of its stock. Exempt organizations are not required to file Form 966. These organizations should see the Instructions for Form 990 or 990-PF.

When and Where To File. — File Form 966 within 30 days after the resolution or plan is adopted to dissolve the corporation or liquidate any of its stock. If the resolution or plan is amended or supplemented after Form 966 is filed, file another Form 966 within 30 days after the amendment or supplement is adopted. The additional form will be sufficient if the date the earlier form was filed is entered on line 11 and a certified copy of the amendment or supplement is attached. Include all information required by Form 966 that was not given in the earlier form.

File Form 966 with the Internal Revenue Service Center where the corporation is required to file its income tax return.

Distribution of Property. — A corporation must recognize gain or loss on the distribution of its assets in the complete liquidation of its stock. For purposes of determining gain or loss, the distributed assets are valued at fair market value. Exceptions to this rule apply to liquidation of a subsidiary and to a distribution that is made pursuant to a plan of reorganization.

Address. — Include the suite, room, or other unit number after the street address. If mail is not delivered to the street address and the corporation has a P.O. box, enter the box number instead of the street address.

Signature. — The return must be signed and dated by the president, vice president, treasurer, assistant treasurer, chief accounting officer, or any other corporate officer (such as tax officer) authorized to sign. A receiver, trustee, or assignee must sign and date any return required to be filed on behalf of a corporation.