



THE UNITED STATES
CORPORATION
COMPANY

V31372

ACCOUNT NO. : 072100000032

REFERENCE : 342248 4303929

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pajito

ORDER DATE : April 24, 1997

ORDER TIME : 10:13 AM

ORDER NO. : 342248-010

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CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILINGS

NAME: DAYCO BROWARD II, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
97 APR 24 PM 2:24
SECRETARY U. STATE
TALLAHASSEE FLORIDA

4124

4/24/97
DD
Vol. Diss
C.C.

ARTICLES OF DISSOLUTION
OF
DAYCO BROWARD II, INC.

FILED
97 APR 24 PM 2:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, **DAYCO BROWARD II, INC.**, a Florida corporation (the "Corporation") hereby adopts the following Articles of Dissolution and certifies the following information for the purposes of dissolving the Corporation:

The name of the Corporation filing these Articles of Dissolution is **DAYCO BROWARD II, INC.**, Document #V31372

The Corporation elected to dissolve by unanimous written consent of its sole Shareholder, the number of votes cast for dissolution being sufficient for approval, and by its sole Director as of April 18, 1997.

IN WITNESS WHEREOF, the undersigned being the President of **DAYCO BROWARD II, INC.**, has executed these Articles of Dissolution on behalf of the Corporation as of the 18 day of April, 1997.

DAYCO BROWARD II, INC.,
a Florida corporation

By: 

Franco D'Agostino, President

**UNANIMOUS WRITTEN CONSENT
BY
THE SOLE SHAREHOLDER
AND
THE SOLE DIRECTOR
OF
DAYCO BROWARD II, INC.

IN LIEU OF SPECIAL MEETING**

The undersigned, being the sole Shareholder and the sole Director of **DAYCO BROWARD II, INC.**, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), do hereby agree, consent to, adopt and order the following corporate action effective as of the 18 day of April, 1997:

RESOLVED, that the sole Shareholder and the sole Director of the Corporation hereby consent to the dissolution and liquidation of the Corporation in accordance with §331 of the Internal Revenue Code of 1986, as amended, and

RESOLVED, that the Articles of Dissolution in substantially the form previously presented to the undersigned are hereby approved and accepted and the President of the Corporation is authorized and directed to cause to be filed with the Florida Department of State the said Articles of Dissolution, and

RESOLVED, that the Corporation shall liquidate and distribute any and all of its assets of any kind whatsoever to its sole Shareholder in accordance with his respective rights and interests as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable, and

RESOLVED, that the President of the Corporation be, and he hereby is, authorized and directed to execute such assignments and conveyances, and to do and perform such acts as may be necessary or appropriate for the carrying out of the purposes of the foregoing resolutions; and

RESOLVED, that the President of the Corporation is hereby authorized to engage the services of such accountants, appraisers, attorneys and other professionals to provide advice and counsel to the Corporation in connection with any and all matters addressed in the previous resolutions as such officers shall deem necessary or advisable under the circumstances, and it is

FURTHER RESOLVED, that any and all actions heretofore or hereinafter taken by the President of the Corporation in connection with any and all of the matters discussed in the foregoing resolutions are hereby confirmed and ratified as properly authorized acts of the Corporation

IN WITNESS WHEREOF, the undersigned sole Shareholder and sole Director have executed the foregoing unanimous written consent for the purposes of giving consent thereto.


SOLE SHAREHOLDER:

Dayco Holding Corp., a Florida corporation

By: 

Franco D. Agostino, President

SOLE DIRECTOR:



Franco D. Agostino