

V41174



ACCOUNT NO. : 072100000032
REFERENCE : 532529 4352702
AUTHORIZATION : Patricia Pignatelli
COST LIMIT : \$ 78.75

43.75

ORDER DATE : December 29, 1999

ORDER TIME : 10:03 AM

ORDER NO. : 532529-005

500003082855-7

CUSTOMER NO: 4352702

CUSTOMER: Ms. Lisa Folis
Williams Parker Harrison Dietz
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILINGS

NAME: DELAR, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carrie Vaught

EXAMINER'S INITIALS:

D.I.S.S.

S. PAYNE DEC 29 1999

RECEIVED
99 DEC 29 AM 10:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/29/99

99 DEC 29 AM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF DISSOLUTION
OF
DELAR, INC.

FILED
99 DEC 29 AM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12/31/99

Delar, Inc., a corporation organized under the laws of the State of Florida, having taken action to dissolve under the provisions of Section 607.1402, Florida Statutes, governing voluntary dissolution by approval of complete dissolution by consent of the shareholders, hereby files these Articles of Dissolution in accordance with Section 607.1403, Florida Statutes.

Article I

The name of the corporation is Delar, Inc.

Article II

Dissolution of the corporation was authorized on December 23, 1999.

Article III

Dissolution of the corporation is to be effective at the close of the business day on December 31, 1999.

Article IV

The number of shares cast in favor of dissolution was sufficient for approval.

In witness whereof, I have executed these Articles of Dissolution this 23rd day of December, 1999.

DELAR, INC.

By: Norbert P. Donelly
Norbert P. Donelly
Its President

**MINUTES OF A JOINT MEETING OF THE SHAREHOLDERS AND DIRECTOR
OF
DELAR, INC.
ADOPTING A
PLAN OF LIQUIDATION**

A special joint meeting of director and shareholders of Delar, Inc. was held at the principal office of the company at 10:00 a.m. on the 23rd day of December, 1999.

The director and all shareholders were present, or indicated assent hereto by execution of Waiver, Consent and Ratification attached hereto and made a part hereof.

Norbert P. Donnelly presided as chairman of the meeting and recorded the minutes.

The following business was conducted:

WHEREAS, it would be in the best interests of the corporation to sell all its assets at this time and be liquidated and dissolved,

NOW, THEREFORE, BE IT RESOLVED, that Delar, Inc. be completely liquidated and dissolved; and be it further

FURTHER RESOLVED, that complete liquidation and dissolution of Delar, Inc. be effected under the following Plan of Complete Liquidation and Dissolution:

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
OF DELAR, INC.**

1. Delar, Inc., a Florida corporation, hereinafter called the "company," has issued and outstanding 100 shares of common stock, of \$1.00 par value per share. The company will cease the active conduct of its business and wind up its affairs, within the meaning of Subtitle A, Chapter 1C, Paragraph II A of the Internal Revenue Code of 1986, as amended, and will dissolve, liquidate and distribute all of its assets in complete liquidation, less any retained to meet claims on or before December 31, 1999.

2. The principal assets of the company consist primarily of computer software, plastic injection molds and manufacturing equipment subject to leases, and a promissory note. There are no material liabilities of the company.

3. The officers and director of the company are authorized to consummate transfers and conveyances of all or any portions of the properties of the company, on such terms and conditions as they in their discretion shall deem beneficial to the company, including the assumption by the purchaser or purchasers of any or all liabilities of the company. The officers are specifically authorized to sell the assets listed on Exhibit A to Brown Leasing and Service Company for the prices shown on Exhibit A, and to sell the note for the amount of the unpaid balance.

4. The Director from time to time may authorize one or more distributions of property of the company, in cash or in kind, or in a series of distributions in complete liquidation, retaining such assets as they may deem necessary to meet claims or liabilities of the company, and to continue the operation of such properties of the company as have not been sold at the time of any such distribution.

5. Prior to December 31, 1999 such of the assets of the company as have not previously been distributed and in the opinion of its directors need no longer be retained to meet claims or liabilities, shall be distributed to the holders of the company's common stock.

6. Each of the foregoing distributions in complete liquidation shall be in exchange solely for, and in complete redemption and cancellation of, and in payment for, all of the outstanding common stock of the company; the shareholders shall surrender their certificates for such shares for recording thereon receipt of distributions prior to the final distribution, and shall surrender such certificates for cancellation upon receipt of the final distribution herein authorized.

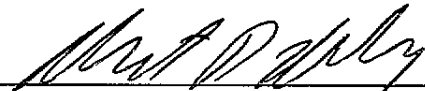
7. The officers and director of the company shall proceed immediately with the voluntary dissolution of the company under the laws of the State of Florida, to be effective December 31, 1999.

8. The officers and director of the company are authorized, empowered and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intentions of this plan, including Articles of Dissolution under the laws of the State of Florida, and information returns on Treasury Department Forms 966, 1096 and 1099, together with final Federal and Florida income tax returns and the information required by applicable regulations.

9. The officers and directors of the company are authorized, empowered and directed to do any and all things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this plan. They shall be held harmless by the company for any action under this plan taken in good faith, and any expense of liability so incurred by them shall be that of the company.

10. It is intended that this Plan of Complete Liquidation and Dissolution meet the requirements of Section 331 of the Internal Revenue Code of 1986, as amended. This plan shall be deemed to authorize such action as, in the opinion of counsel for the company, may be necessary to meet such requirements.

There being no further business to come before the meeting, the same was adjourned.



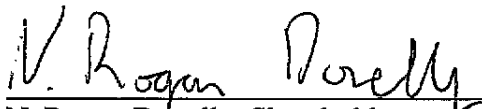
Norbert P. Donnelly
Secretary of the Meeting

WAIVER, CONSENT AND RATIFICATION

The undersigned hereby waive notice of the above described meeting and consent to and ratify all of the action taken and business transacted at said meeting as reflected by the foregoing minutes.



Norbert P. Donnelly, Director



N. Rogan Donnelly, Shareholder



Amory Winslow Donnelly, Shareholder

EXHIBIT A

Schedule of Leases								12/31/99
Description	Lease Period	# of pymts	Amount	Sales Tax	Total	Original Cost	Purchase Date	Book Value
12 oz Aluminum Core	8/1/97 - 8/1/00	36	445.00	21.15	476.15	12,632	May-97	938
16 oz Aluminum Core	12/1/97 - 12/1/00	36	670.00	46.90	716.90	19,193	Aug-97	1,385
Mug Mold	1/15/98 - 1/15/01	36	2,185.94	153.02	2,338.96	95,000	Jun-93	-
12 oz Family Mold	4/1/98 - 4/1/01	36	400.00	28.00	428.00	10,971	Jun-93	-
Dell Hard Drive, NT Server, 3 workstations	3/1/99 - 2/28/02	36	150.00	10.50	160.50	4,820	Mar-99	3,078
Macola Software	4/1/98 - 3/31/02	48	750.00	52.50	802.50	26,437	Mar-98	10,281
NT Server & 3 Workstations	4/1/98 - 3/31/02	48	340.00	23.80	363.80	11,684	Mar-98	4,791
5 Samsug Cash Registers	7/1/99 - 6/30/02	36	100.00	7.00	107.00	2,400	Jul-99	1,920
Server & Computer Equip	10/1/98 - 10/1/02	48	340.00	23.80	363.80	11,474	Sep-98	3,363
Dukane Welder	1/1/98 - 1/1/03	60	500.00	35.00	535.00	20,000	Jan-98	8,611
Macola Software	7/1/99 - 6/30/03	48	200.00	14.00	214.00	26,437	Mar-98	
Totals			6,080.94	425.67	6,506.61			34,365