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Refer to File No. 18683.0000

August 9, 1999

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

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-08/16/99--01081--002
*****50.00 *****50.00

Re: Dissolution of Corporations

Gentlemen:

Enclosed please find the original and one copy of the Articles of Dissolution and Unanimous Written Consent of Sole Shareholder regarding (1) Cabo-Boca Raton #1, Inc. and (2) Cabo-Miami #1, Inc. Please file the originals and return file-marked copies to me in the enclosed envelope.

Our firm checks in the amount of \$35.00 each are enclosed.

Thank you for your assistance in this matter.

Sincerely,

Hunter T. McLean

FILED
99 AUG 16 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HTM/skh
enclosures
cc: Robert H. McLean

VOLDIS
DEC 8/23

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: CABO-BOCA RATON #1, INC.

SECOND: The date dissolution was authorized: July 20, 1999

THIRD: Adoption of Dissolution (CHECK ONE)

- Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 20th day of July, 19 99

Signature

Robert H McLean

(By the Chairman or Vice Chairman of the Board, President, or other officer)

ROBERT H. McLEAN

(Typed or printed name)

PRESIDENT, CHAIRMAN OF THE BOARD

(Title)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**UNANIMOUS WRITTEN CONSENT OF SOLE
SHAREHOLDER OF CABO-BOCA RATON #1, INC.**
(in Lieu of Special Meeting)

Pursuant to Section 607.1402 of the Florida Statutes (the "Code"), the undersigned being the sole shareholder of CABO-BOCA RATON #1, INC., a Florida corporation (the "Company"), does hereby give its unanimous consent to the following resolutions:

RESOLVED, that the Company shall be voluntarily dissolved upon compliance with the requirements of the Code; and, be it

RESOLVED FURTHER, that the Company shall immediately cause written notice of this voluntary dissolution to be given to each known holder of a claim against the Company by certified mail, return receipt requested in accordance with the Code; and, be it

RESOLVED FURTHER, that the Company shall be liquidated according to the following plan (the "Plan of Liquidation"):

1. All assets of the Company shall be collected;
2. All known debts, liabilities, and obligations of the Company shall be paid, satisfied, or discharged, or other adequate provisions shall be made for the payment, satisfaction, or discharge of such debts, liabilities, and obligations;
3. After the payment, satisfaction, or discharge of, or provision for, the known debts, liabilities, and obligations of the Company, the officers of the Company shall distribute the remaining assets of the Company to the shareholders in accordance with their respective interests;
4. The distribution of assets shall be made to the shareholders subject to the following conditions:
 - a. Each shareholder shall surrender for cancellation the certificate or certificates evidencing its ownership of capital stock of the Company; and
 - b. The acceptance by a shareholder of assets under the Plan of Liquidation shall be in complete satisfaction of any rights of that shareholder as a shareholder of the Company.
5. The officers of the Company shall have the authority to take any steps that are necessary or convenient to carry the Plan of Liquidation into effect including, but not limited to, powers of execution of any documents that may be required to vest title to the assets of the Company;
6. Upon completion of the Plan of Liquidation, the President of the Company shall execute Articles of Dissolution pursuant to Section 607.1403 of the Code, along with any required certificate from the Comptroller of Public Accounts, shall then be filed in the office of the Florida Department of State. The officers and directors of the Company shall take all further actions necessary or convenient to the dissolution of the Company; and, be it

RESOLVED FURTHER, that the shares of the capital stock of the Company owned by the undersigned shareholders constitute all the issued and outstanding shares of the Company.

<u>SHAREHOLDER</u>	<u>DATE</u>	<u>NUMBER OF SHARES</u>
<u>Robert H. McLean</u> Cabo Restaurant Company, by its President, Robert H. McLean	<u>07/20/99</u>	<u>1,000</u>

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