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2000-04-18 11:38:57

Cook County Recorder

File Number 5816-055-5

## State of Illinois Office of The Secretary of State

Whereas,

ARTICLES OF DISSOLUTION OF BEDFORD MANAGEMENT INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRECARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS. IN FORCE JULY 1, A.D. 1984.

Shut Ch Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois,

at the City of Springfield, this 10TH day of APRIL A.D. and of 2000 the Independence of the United States the two hundred and

24TH

Secretary of State

Jesse White

C-212.3

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Form BCA-12

ARTICLES OF DISSOLUTION

File # 5816 0555

(Rev. Jan. 1995)

Jesse White Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 782-2353 http://www.sol.state.il.us

Remit payment in check or money order, payable to "Secretary of State" This space for use by Secretary of State

FILED

APR 10 2000

JESSE WHITE SECRETARY OF STATE SUBMIT IN DUPLICATE

This space for use by Secretary of State

Date 4-10-00

Franchise Tax

Filing Fee

\$ 5.00

Penalty Interest

\$

Approved: 112

1.	CORPORATE NAME: BEDFORD MANAGEMENT INC.	
2.	Post office address to which may be mailed a copy of any process against the corporation that may be Secretary of State:  Kelley Drye & Warren LLP, 101 Park Avenue, New York, NY 10178, Attention Richard R. Lury, Esq.	served on the
3.	Dissolution of the corporation was duly authorized on	, 2000 (Year)
	By a majority of the incorporators, provided no directors were named in the Articles of Incorporation are have been elected; or by a majority of the board of directors, in accordance with Section 12.05, the having issued no shares as of the authorization of the dissolution.	
	By a written consent signed by all shareholders entitled to vote on dissolution, in accordance with S board of director action not being required.	Section 12.10, (Note 3)
	By the shareholders, in accordance with Section 12.15, a resolution having been duly adopted and the shareholders. At a meeting of shareholders, not less than the minimum number of votes required and by the Articles of Incorporation were voted in favor of the dissolution.	red by statute
	By the shareholders, in accordance with Sections 12.15 and 7.10, a resolution having been duly submitted to the shareholders. A consent in writing has been signed by shareholders having not minimum number of votes required by statute and by the Articles of Incorporation. Shareholders consented in writing have been given notice in accordance with Section 7.10.	less than the
	(COMPLETE ONLY WHEN APPLICABLE)	<u> </u>

4. (a) List all issuances of shares not previously reported to the Secretary of State (including shares issued for cash or other property, share dividends, share splits, share exchanges pursuant to Section 11.10, and shares to effect an exchange or reclassification of issued shares) and give the value of the entire consideration received therefor, less expenses; list any amounts added or transferred to paid-in capital, without the issuance of shares.

Date of Issuance or Contribution

Class

Par Value

Number of Shares Issued **Entire Consideration** Received

\$ \$

**TOTAL** 

C-152.11

## **UNOFFICIAL COPY**

(b) List all cancellations of shares not previously reported to the Secretary of State, and give the cost.

	Date of Cancellation	Class	Nun	nber of Shares Cancelled	Cost	
					\$ \$	
					TOTAL \$	
5.	Issued shares at date of exec Class	cution:	Par Value		Number of Shares	
	Common	None		\$1,000	1,300	
_						
6. ("l	Paid-in capits, at date of exe		and "Paid-	Paid-in Capital in Surplus" and is equal to	$\frac{1,300,000}{1}$ the total of these accounts.)	
7.	The undersigned corporation has caused this statement to be signed by its duly authorized officers*, each of whom affirms, under penalties of per ury, that the facts stated herein are true. (All signatures must be in <b>BLACK INK</b> .)					
	Dated	Doth Dots	2000. (Year)	BEDFORD MANAGEMENT INC.  (Exact Name of Corporation)  by		
	(Signature of Se	ecretary or Assister.: S	ecretary)	· -	siden or Vice President)	
	Michi Kuwahara, (Type o	Secretary r Print Name and Title		Hachiro Murakami, Preside (Type or Prin	nt t Name and Title)	
٠,	f dissolution is authorized by th	ne incorporators or by	the board	of directors, a majoriy of t	nem must SIGN HERE	
	The undersigned affirms, under	er the penalties of perj	ury, that the	e facts stated herein are true		
	Dated(Month &	Day)	(Year)	C/O		
				7/6		

## NOTES

- 1. Incorporators are authorized to dissolve a corporation ONLY before any shares have been issued AND before any directors have been named or elected. The signatures of a majority of the incorporators must appear on these Articles of Dissolution.
- Directors are authorized to dissolve a corporation ONLY before any shares have been issued. In the event there are no officers, the signature of a majority of the directors or such directors as may be designated by the board must appear on these Articles of Dissolution.
- All dissolutions not authorized by the incorporators or the directors must be authorized by the shareholders.
   Shareholders may authorize dissolution by their unanimous written consent. This does not require any action of the board of directors and does not require a shareholder's meeting.

Shareholder authorization may also be by vote at a shareholders' meeting or by less than unanimous consent, in writing, without a meeting.

To be effective, the dissolution must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on dissolution and, if class voting applies, then also at least 2/3 of the votes within each class.

If the Articles of Incorporation so provide, the 2/3 vote requirement may be superseded by any smaller or larger vote requirement, not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies.

When shareholder authorization is by less than unanimous written consent, all shareholders must be given notice of the proposed dissolution action at least five days before the consent is signed. Shareholders who have not signed the consent must be given prompt notice that dissolution was duly authorized.

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