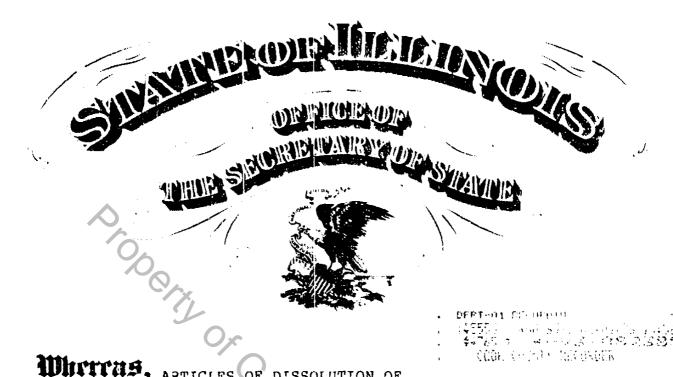
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Whrtrus, ARTICLES OF DISSOLUTION OF MICHIGAN AVENUE JEWELERS, INC.

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

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested is me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

> In Trotimony Whereof, I hereto set my hand and Quise to be affixed the Great Seal of the State of Illinois,

at the City	<sub>k</sub> of Springf	ield, this	25TH
	JANUARY		93 and
	lependence oj		
	indred and_		



## **UNOFFICIAL COPY**

(P1.2712)

Property of Cook County Clerk's Office

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		ANTICL	E9 OF DI	SOLUTION	File # 4	313-655-
George H. Ryan Secretary of State Department of Business Services Springlield, IL 62756		Ellen		SUBMIT IN DUPLICATE  This space for use by		
					\$	lecretary of State
t payı , payı	ment in check or money able to "Secretary of States"	GEDRGE H. CRITARY O	1993 RYAN F STATE		Franchise Filing Fee Penalty Interest	\$ 5.00 \$ \$
				LERS, INC.		
					oration tha	t may be served on the
		Chi.cago,	Illinois 6	06 11		
		: <i>O</i> ,				, 19 <u>92</u>
	elected; or by a majority of as of the authorization of the	ators, provided no the board of direc e dissolution.	o directors (vere no tors, il (accordanc	med in the Articles of Inc e with Section 12.05, th	e corporation	having issued no share: (Notes 1 & 2
(V)	action not being required.	ay an she renoluer:	auturan to Anta ni	ruis solution, in accordat	ica mitu 2acti	
	shareholders. At a meeting	of shareholders, r	not less than the m			
	shareholders. A consent in v by-elatute-and-by-the-Artiol	es-ol-lead seen si oleroorpoestic	gned by sharehok	lers having not less than	the mint, nrim	number of votes required
		(COMPLE	TE ONLY WHEN	APPLICABLE)		
(a)		not previously repo s, share exchange the value of the e	oxted to the Secret is pursuant to Sec ntire consideration	ary of State (including shillion 11.10, and shares to	effect an ex	change or reclassification
	Date of Issuance or Contribution	Ciass	Far Valus	Number of Shares Issued		Entire Consideration Received
	<del></del>	Ciass	Far Value			
	<del></del>	24430	SIF/E/		TOTAL	Received
	ge H. Jage H. Stary of the star	ge H. Ryan stary of State riment of Business Services glield, IL 62756 shone (217) 782-2353  It payment in check or money payable to "Secretary of State;  CORPORATE NAME:  Dissolution of the corporation in the manner indicated below  By a majority of the incorpor elected; or by a majority of as of the authorization of th  Secretary of State;  By a written consent signed to action not being required.  By the shareholders, in action of Incorporation were voted  By the shareholders, in according to the shareholders. A consent in well- by elected and by the Artiol accordance with dection 7.	ge H. Ryan stary of State rimont of Business Services glield, IL 62756 shone (217) 782-2353  It payment in check or money payable to "Secretary of States"  CORPORATE NAME:  CORPORATE NAME:  CORPORATE NAME:  Corporation was duly author in the manner indicated below:  By a majority of the incorporators, provided no elected; or by a majority of the board of direct as of the authorization of the dissolution.  By a written consent signed by all shareholders, action not being required.  By the shareholders, in accordance with Sect shareholders. A consent in writing has been sin by statute and by the Antioles of Incorporation accordance with Sect shareholders. A consent in writing has been sin by statute and by the Antioles of Incorporation accordance with Section 7.10.  (COMPLE)	ge H. Ryan stary of State rimont of Business Services glield, IL 62756 shone (217) 782-2353  It payment in check or money payable to "Secretary of States"  CORPORATE NAME:  Post office address to which may be mailed a copy of any processory of State:  Corporate of State:  Corporation was duly authorized on Devin the manner indicated below:  Wark an "X" in one selected; or by a majority of the board of directors, in accordance as of the authorization of the dissolution.  By a majority of the incorporators, provided no directors, in accordance as of the authorization of the dissolution.  By the shareholders, in accordance with Section 12.15, a shareholders. At a meeting of shareholders entitled to vote or action not being required.  By the shareholders, in accordance with Sections 12.15 and 7.1 shareholders. A consent in writing has been signed by shareholders accordance with Sections 12.15 and 7.1 shareholders. A consent in writing has been signed by shareholders accordance with Sections 12.15 and 7.1 shareholders. Accordance with Sections 12.15 and 7.1 shareholders, share sold and share sold in the secret share dividends, share splits, share exchanges pursuant to Section 7.1 share dividends, share splits, share exchanges pursuant to Section 5.1 share dividends, share splits, share exchanges pursuant to Section 5.1 shareholders.	ge H. Ryan stary of State striment of Business Services gleted, it. 62756 shone (217) 782-2353  It payment in check or money payable to "Secretary of States"  CORPORATE NAME:  NICHIGAN AVENUE JEWELERS, INC.  Post office address to which may be mailed a copy of any process against the corporatory of State:  610 North Muchigan Avenue  Chicago, 113 Inots 606 11  Dissolution of the corporation was duly authorized on December 31 in the manner indicated below:  (Mark an "X" in one box only)  By a majority of the incorporators, provided no directors were named in the Articles of the elected; or by a majority of the board of directors, in accordance with Section 12.05, the as of the authorization of the dissolution.  XXIII By a written consent signed by all shareholders entitled to vote on alsolution, in accordance with Section 12.15, a resolution having be shareholders. At a meeting of shareholders, not less than the minimum number of votes of Incorporation were voted in favor of the dissolution.  By the shareholders, in accordance with Sections 12.15 and 7.10, a resolution having be shareholders. Accusent in writing has been signed by shareholders have not consented scoorcances with 3 ection 7.10.  (COMPLETE ONLY WHEN APPLICABLE)  (a) List all issuances of shares not previously reported to the Secretary of State (including stable dividends, share spits, share exchanges pursuant to Section 11.10, and shares to share dividends, share spits, share exchanges pursuant to Section 11.10, and shares to share dividends, share spits, share exchanges pursuant to Section 11.10, and shares to	go H. Ryan stary of State ment of Business Services glietd, IL 62756 hone (217) 792-2353  It payment in check or money payable to "Secretary of States"  CORPORATE NAME:  MICHIGAN AVENUE JEWELERS, INC.  Post office address for thich may be mailton a copy of any process against the corporation that Secretary of State:  610 North Michigan Avenue chicago, Illinois 606 11  Dissolution of the corporation was duly authorized on Extra an "X" in one box only)  By a majority of the incorporators, provided no directors, in accordance with Section 12.05, the corporation as of the authorization of the dissolution.  With an "X" in one box only)  By a written consent signed by all shareholders entitled to vote on an solution, in accordance with Section 10.05, a resolution having been duly adopted action not being required.  By the shareholders, in accordance with Section 12.15, a resolution having been duly adopted shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by shareholders. A consent in writing has been signed by shareholders having not less than the minimum by distance and by the Artibles of Incorporation. Shareholders who have not consented in writing in accordance with Sections 12.15 and 7.10, a resolution having been duly adopted the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required to the shareholders. A consent in writing has been signed by shareholders and by the Artibles of Incorporation. Shareholders who have not consented in writing in accordance with Section 11.10, and shares to effect an exhareholders.

## **UNOFFICIAL COPY**

	Date of Cancellation	Class	Number of Shares Cancelled	Cost \$ \$	
			TOTAL	. \$	
ł	ssued shares at date of exe	cution:			
-	Ciass	Series	Par Valuc	Number of Shares 4.340	
_					
F	aid-in capital at date of exe	cution:		45.400	
			Martin to day to 1	s 43,400	
a	The undersigned corporation of penalties of	n has cluved this staten erjury, that the facts state	WYOUTOIN INDIAN	i to the total of these accounts	
a C a	The undersigned corporation iffirms, under penalties of personal december 3 D	h has clused this statemerjury, that the facts state  1 19  Secretary or Assistant Secretary or Print Name and Title)	nent to be signed by its duly authorized herein are true.  92 MICHIGAN AVENUE (Exact Name)  ISTAGL A. Roter. P. (Type or Print)	i to the total of these accounts rized officers*, each of who JEWELERS, INC. re of Corporation rident or vice President) Tres (dent in Name and Title)	
a C a	The undersigned corporation iffirms, under penalties of period and the December 3 in the steed by Signature of Signature o	has caused this statemerjury, that the facts statemerjury, that the facts statemerjury, that the facts statemerjury or Assistant Secretary or Print Name and Title) the incorporators or by the incorp	nent to be signed by its duly authored herein are true.  92 MICHIGAN AVENUE (Exact Name)  15 June 1 A. Roter. P	I to the total of these accounts rized officers*, each of who JEWELERS, INC. e of Corporation) ident or Vice President) Tres (dent in Name and Title) hust SIGN HERE.	
a C a	The undersigned corporation iffirms, under penalties of period and the December 3 in the steed by Signature of Signature o	h has clused this statemerjury, that the facts state of the state of the state of perjudy the incorporators or by the der the penalties of perjudy and state of the penalties of perjudy the incorporators or by the state of the penalties of perjudy the state of the penalties of perjudy the state of the st	ment to be signed by its duly authorized herein are true.  92 MICHIGAN AVENUE (Exact Name)  Israel A. Roter Printed to are or printed and of pieces, a majority of them mury, that the facts stated herein are to the stated herein are	I to the total of these accounts rized officers*, each of who JEWELERS, INC. e of Corporation) ident or Vice President) Tres (dent in Name and Title) hust SIGN HERE.	

- 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.
- 2. 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.
- 3. All dissolutions not authorized by the incorporators or the directors must be authorized by the shareholders.

Shareholders may authorize discolution by their unanimous written consent. This does not require any action of the board of directors and does not require a shareholders' 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.