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File Number 5763-845-1

95163221

DEPT-01 RECORDING \$25.00
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\$3058 \$ LF #-95-163221
COOK COUNTY RECORDER

State of Allinois Office of The Secretary of State

Whereas,

ARTICLES OF DISSOLUTION OF RAB SPOUP, INCORPORATED

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRUTARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, 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 in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

95163221

Secretary of State



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Property of Cook County Clerk's Office

9516322

TOTAL

CONTRACTOR CONTRACTOR

UNOFFICIAL BCA-12.20 ARTICLES OF DISSOLUTION (Rev Jan. 1991) D5763-845-1 File # George H. Ryan SUBMIT IN OUPLICATE Secretary of State Department of Business Services Springfield, IL 62756 This space for use by Telephone (217) 782-2353 Secretary of State CHORGE H. RYAN Franchise Tax STARY OF STATE Filing Fee \$ 5.00 Remit payment in check or money Penalty order, payable to "Secretary of State." Interest Approved: R&B GROUP. INCORPORATED CORPORATE(NAME: 2. Post office address to which may be mailed a copy of any process against the corporation that may be served on the Secretary of State: 16 North Peorla Streat Chicago, 11 60607 3. January 3 1995 Dissolution of the corporation was duly authorized on in the manner indicated below: /(Marl. an "X" in one box only) By a majority of the incorporators, provided no directors were named in the Articles of Incorporation and no directors have been elected; or by a majority of the board of directors, in accordance with Section 12.05, the corporation having issued no shares as of the authorization of the dissolution. By a written consent signed by all shareholders entitled to vote on dissipition, in accordance with Section 12.10, board of director action not being required. By the shareholders, in accordance with Section 12.15, a resolution having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the Articles of Incorporation were voted in favor of the dissolution. By the shareholders, in accordance with Sections 12.15 and 7:10, a resolution having been fully idopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum in minimum of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10. (Note 3) (COMPLETE ONLY WHEN APPLICABLE) 4 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 in of issued shares) and give the value of the entire consideration received therefor, less expenses; fist any amounts added or transferred to paid-in capital, without the issuance of shares. Date of Issuance Number of **Entire Consideration** or Contribution Class Par Value Shares Issued Received

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| | Class | Mumbos of Chases Consulted | 0 |
|---|---|---|---|
| Date of Cancellation | Class | Number of Shares Cancelled | Cosi \$ \$ |
| | | | |
| | | TOTA | |
| Issued shares at date of exe | ecution: | | |
| Class | Series | Par Value | Number of Shares |
| Common | | No | 100,000 |
| | | | |
| Paid-in capital at date of exe | ecution: | 37200 | |
| | | | |
| | , | Paid-in Capital | \$ 1,000. |
| ("Paid-in Conital" (-o | le :es the terms "Stated C | apital" and "Paid-in Surplus" and is equa | |
| | | | |
| affirms, under penalties of pe | n has ceused inis sign Brjury, that the facts sta | ement to be signed by its duly authorated herein are true | rized officers", each of t |
| DatedJanuary 3 | | 9 95 R&B GROUP, INCORPO | DRATED |
| Dated January 3 | | 9 95 R&B GROUP, INCORPO | DRATIED Joy Corporation |
| attested by X | | 9 95 R&B GROUP, INCORPO | (o) Corporation |
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NOTES

- Incorporators are authorized to dissolve a corporation ONLY before any shares have been issued AND before any ulrectors 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.
- 3. 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 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.

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