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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Sections 7-1.2-1308 and 7-1.2-1309 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Rose Corporation
2. The dissolution was approved by (check one):
☒ consent of the shareholders pursuant to the provisions of Section 7-1.2-1302.

or

☐ by an act of the corporation pursuant to the provisions of Section 7-1.2-1303.
3. All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made for the payment.
4. All remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
5. There are no suits pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit.
6. As required by Section 7-1.2-1309 of the General Laws, the corporation has paid all fees and franchise taxes.
7. These Articles of Dissolution shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: March 3, 2009

Nancy A. Hartman

Signature of Authorized Officer of the Corporation

Nancy A. Hartman, VP, Asst. Treasurer and Secretary

Type or Print Name of Authorized Officer

FILED

MAR 27 2009

By JMD

11:29

29-84977

**WRITTEN CONSENT OF
THE SOLE STOCKHOLDER OF
CAROLINA LANES LOUNGE, INC.
IN LIEU OF A MEETING
PURSUANT TO SECTIONS 7-1.2-707(a) AND 7-1.2-1302 OF THE
RHODE ISLAND BUSINESS CORPORATION ACT**

Pursuant to Sections 7-1.2707(a) and 7-1.2-1302 of the Rhode Island Business Corporation Act, as amended (the "Rhode Island Business Corporation Act"), the undersigned, being the sole stockholder of Rose Corporation, a Rhode Island corporation (the "Corporation"), hereby waives all notice of time, place and purpose and states that it consents to, approves and adopts the following resolutions and takes the following actions:

WHEREAS, the sole shareholder of the Corporation considers it to be in the best interests of the Corporation that the business affairs of the Corporation shall be wound up and that the Corporation shall be voluntarily dissolved pursuant to Sections 7-12-1302 of the Rhode Island Business Corporation Act; and

NOW, THEREFORE BE IT RESOLVED, that the Corporation be shall be dissolved pursuant to Section 7-1.2-1302 of the Rhode Island Business Corporation Act and that the Articles of Dissolution, as required to be filed with the Rhode Island Secretary of State attached hereto as Exhibit A, are hereby ratified, confirmed and approved in all respects;

FURTHER RESOLVED, and that each officer of the Corporation be and hereby is authorized to execute and deliver to the Secretary of State of the State of the Rhode Island Articles of Dissolution pursuant to Sections 7-1.2-1308 and 7-1.2-1309 of the Rhode Island Business Corporation Act, in the form attached hereto as Exhibit A; and

FURTHER RESOLVED, that all actions heretofore taken by the officers of the Corporation in connection with such proposed dissolution be and hereby are ratified, confirmed and approved in all respects; and

IN WITNESS WHEREOF, the undersigned, being the sole stockholder of the Corporation, has executed this consent as of this 26th day of February 2009.

LEISERV, INC.,
a Delaware corporation



Nancy A. Hartman, Vice President, Treasurer
And Secretary

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SECRETARY OF STATE
CORPORATION DIV.



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Revenue
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

March 23, 2009

TO WHOM IT MAY CONCERN:

Re: ROSE CORPORATION

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of

DISSOLUTION

Very truly yours,

David M. Sullivan
Tax Administrator

Charles J. Larocque
Chief Revenue Agent
Corporations

2009 MAR 27 AM 11:29
DIVISION OF TAXATION
CORPORATIONS



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

