

Filing Fee: \$50.00

ID Number: 18787



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 IFH, Inc.

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: 7/31/09

[Signature]
Signature of Authorized Officer of the Corporation
John D. Crockett Jr.
Type or Print Name of Authorized Officer

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FILED

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By [Signature]

10/14
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**ACTION BY UNANIMOUS WRITTEN CONSENT OF THE
SHAREHOLDERS**

**OF
IFH, INC.**

EFFECTIVE JANUARY 5, 2009

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CORPORATIONS DIV

**ACTION BY UNANIMOUS WRITTEN CONSENT OF THE SHAREHOLDERS
OF IFH, INC.**

The undersigned, being all of the Shareholders of **IFH, Inc.**, a Rhode Island corporation (the “**Company**”), pursuant to Section 7-1.2-1308 and 7-1.2-1309 of the Rhode Island Business Corporation Act and the Operating Agreement of the Company, hereby consent to the adoption of the following resolutions and agree that said resolutions shall have the same force and effect as if duly adopted at a meeting of the Shareholders at which a quorum were present and acting throughout:

RESOLVED, that the Plan of Complete Liquidation and Dissolution of the Company attached hereto as *Exhibit A* be and hereby is adopted; and be it further

RESOLVED, that the Instrument of Assignment and Transfer attached hereto as *Exhibit B* be and hereby is adopted; and be it further

RESOLVED, to ratify, confirm and approve all actions taken or to be taken by any officer of the Company in connection with the foregoing resolutions; and be it further

RESOLVED, that this Written Consent, upon execution by the Shareholders, shall be filed with the records of the Company and shall for all purposes be treated as actions taken and resolutions adopted at a meeting of the Shareholders, duly called, noticed and held.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the date written below.

Robert A. Iannotti

Suzanne Iannotti

Thomas Iannotti

Dated effective as of January 5, 2009

EXHIBIT A
PLAN OF COMPLETE LIQUIDATION
OF IFH, INC.

1. This Plan of Complete Liquidation (this “**Plan**”) is for the purpose of effecting the complete liquidation of **IFH, Inc.** a Rhode Island corporation (the “**Company**”) in accordance with the Internal Revenue Code of 1986, as amended (the “**Code**”), the Operating Agreement of the Company, and Sections 7-1.2-1302 of the Rhode Island Business Corporation Act (the “**Act**”) pursuant to the following steps:
2. The Company will cease the active conduct of its business and wind up its affairs; it will pay and discharge all of its debts, obligations, and liabilities or make adequate provision therefore; and it will distribute all of its assets (less any assets retained to discharge liabilities) to its Shareholders in complete liquidation.
3. Each officer of the Company, acting singly and in his sole discretion, is hereby authorized, from time to time, to negotiate and consummate sales of any and all of the property and assets of the Company upon such terms and conditions as he, in his discretion, shall deem beneficial to the Company, including among such terms (i) the assumption by the purchaser or purchasers of any or all liabilities of the Company, and, (ii) the acceptance by the Company of a note or notes of the purchaser or purchasers secured or unsecured, for all or a portion of the purchase price.
4. Each officer of the Company, acting singly and in his sole discretion, is hereby authorized, from time to time, to allocate the assets from the liquidation of the Company, in cash or in kind, in the order and manner set forth in the Operating Agreement, retaining such assets as he feels are necessary to discharge any contingent liabilities of the Company.
5. Each officer of the Company, acting singly and in his sole discretion, is hereby authorized and directed to execute and deliver such documents, certificates and instruments, to give and deliver all such notices, and to do or cause to be done all such acts and things, as may be necessary or advisable to implement this Plan in compliance with the applicable provisions of the Code, the Operating Agreement of the Company and the Act.



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

July 29, 2009

TO WHOM IT MAY CONCERN:

Re: IFH, INC

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

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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 handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

