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At I.A.S. Part 12 of the Supreme Court of the State of New York, held in and for the County of Kings, at the Courthouse located at 360 Adams Street, Brooklyn, New York, on the ~~29th~~ day of August, 2007
30th

P R E S E N T: HON. HON. MICHELLE WESTON-PATERSON, J.S.C.

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF KINGS

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In the Matter of the Application of

EMMA KRASKIN,

the holder of fifty percent of all outstanding shares of the stock of Gold Lagoon Corp.,

Petitioner,

for the Judicial Dissolution of

GOLD LAGOON CORP.,

a domestic corporation.

Index No. 31847/07

ORDER TO SHOW CAUSE

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Upon the annexed Verified Petition of Emma Kraskin, the holder of one-half of all outstanding voting shares of Gold Lagoon Corp., a corporation incorporated and existing under the Business Corporation Law of the State of New York, verified on August 15, 2007, and upon the affidavit of Emma Kraskin, sworn to the 15th day of August 2007, and the affidavit of Gennadi Vengerovski, sworn to the 15th day of August, 2007,

LET Gold Lagoon Corp., Dimitri Palkin a/k/a David Palkin, the New York State Tax Commission, and all other interested persons, or their attorneys, show cause, at a ~~motion term of~~ I.A.S. Part 13 (Rm 441) of this Court, to be held in and for the County of Kings, in Room 441, at

the Courthouse located at 360 ADAMS Street, Brooklyn, New York, on the 12th day of October, 2007, at 9:30 o'clock in the fore noon of that day, or as soon thereafter as counsel may be heard, why an Order should not be made and entered: a) dissolving Gold Lagoon Corp., pursuant to BCL § 1104-a (a); b) adjusting the rights and interests of the shareholders of Gold Lagoon Corp., pursuant to BCL § 1104-a (d); c) imposing a surcharge on Dimitri Palkin a/k/a David Palkin pursuant to BCL § 1104-a (d); ~~d) appointing a temporary receiver of the property and effects of Gold Lagoon Corp., pursuant to BCL § 1113 and Art. 12;~~ e) enjoining and restraining Gold Lagoon Corp., and Dimitri Palkin a/k/a David Palkin, pursuant to BCL § 1115(a): i) from transacting any unauthorized business and from exercising any corporate powers, except by permission of the Court; and ii) from collecting or receiving any debt or other property of the corporation, and from paying out or otherwise transferring or delivering any property of the corporation, except by permission of the Court; f) awarding petitioner her costs and disbursements in this special proceeding; and g) granting petitioner such other, further or different relief as the Court may deem to be just and proper; and it is further

ORDERED, pursuant to BCL § 1106 (a), that Dimitri Palkin a/k/a David Palkin shall, on or before the return date of this Order to Show Cause, furnish to the Court, and serve on petitioner's attorneys, a schedule of the corporate assets and liabilities of Gold Lagoon Corp., and the name and address of each creditor and claimant, including any with unliquidated or contingent claims and any against whom the corporation has unfulfilled contracts; and it is further

ORDERED, pursuant to BCL § 1104-a (c), that in addition to all other disclosure

requirements, Dimitri Palkin a/k/a David Palkin, shall, no later than thirty days after the date of this Order to Show Cause, make available for inspection and copying to petitioner or her attorneys, under reasonable working conditions, such corporate financial books and records as Dimitri Palkin a/k/a David Palkin may have maintained for Gold Lagoon Corp., since its inception on or about March 7, 2007; and it further

ORDERED, that pending the hearing of the ~~Petition on the return date of this~~ Order to Show Cause, Dimitri Palkin a/k/a David Palkin, shall not sell, transfer, encumber or secrete any of the property or assets of Gold Lagoon Corp., or remove any of said property or assets from the State of New York; and it is further

ORDERED, that a copy of this Order to Show Cause shall be published in: *Jewish Herald, 1689 46th St. Bklyn, NY 11204*, a newspaper in general circulation in the County of Kings, once in each of the three weeks before the time appointed for the hearing thereon; and it is further

ORDERED, that a copy of this Order to Show Cause and the papers on which it is based, shall be served upon Gold Lagoon Corp., Dimitri Palkin a/k/a David Palkin, and the New York State Tax Commission, in the manner, and within the time, prescribed in BCL § 1106 (c), *and a copy on Dimitria Palkin aka David Palkin by personal delivery on or before September 26, 2007* which shall be deemed good and sufficient service.

ENTER

MWP

J.S.C.

HON. MICHELLE WESTON-PATTERSON

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