

**SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK**

<p>ALVIN CLAYTON FERNANDES,</p> <p style="text-align: center;">Petitioner,</p> <p style="text-align: center;">-against-</p> <p>MATRIX MODEL STAFFING, INC.</p> <p style="text-align: center;">Respondent.</p>	<p>Index No. 160294/2021</p> <p><u>NOTICE OF ELECTION</u></p>
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PLEASE TAKE NOTICE that, pursuant to New York Business Corporation Law § 1118(a), and with this Court’s approval and in its discretion, the majority shareholder of Respondent Matrix Model Staffing, Inc. (“Matrix”), Ms. Jacquelyn Willard, elects to purchase the shares owned by Petitioner Alvin Clayton Fernandes at their fair value.

PLEASE TAKE FURTHER NOTICE that Respondent seeks to refer the determination of the fair value of Petitioner’s shares to a Special Referee appointed by this Court for that purpose.

PLEASE TAKE FURTHER NOTICE that Respondent would seek to stay the action for dissolution of Respondent Matrix, as being unnecessary in light of the adequate, alternative remedy to dissolution of Respondent Matrix presented by this election to purchase. Continuing the action for dissolution would be an unnecessary expenditure of limited judicial resources and would not alter the ultimate outcome, it is respectfully submitted, because “Every order of dissolution, however, must be conditioned upon permitting any shareholder of the corporation to elect to purchase the complaining shareholder’s stock at fair value.” *E.g., Matter of Kemp & Beatley, Inc.*, 64 N.Y.2d 63, 74, 473 N.E.2d 1173, 1180 (1984)

Dated: May 3, 2022
New York, New York

THE LAW OFFICE OF THOMAS M. MULLANEY

By: /S/
Thomas M. Mullaney

530 Fifth Avenue, 23rd Floor
New York, New York 10016
(212) 223-0800

*Attorneys for Respondent
Matrix Model Staffing, Inc.*