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FRAZIER & FRAZIER
ATTORNEYS AT LAW
SUITE A
1515 RIVERSIDE AVENUE
JACKSONVILLE, FLORIDA 32204

WILLIAM R. FRAZIER
W. ROBINSON FRAZIER

June 2, 1998

TELEPHONE (904) 353-5616
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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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Gentlemen:

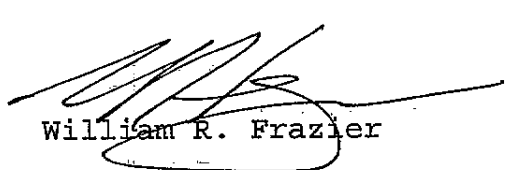
Please find enclosed herewith for filing original of Articles of Dissolution with respect to Curran & Associates, Inc.

In addition, also find enclosed herewith an extra executed copy of said Articles of Dissolution, which I would appreciate your stamping with your official receipt stamp and returning to my office.

I have also enclosed herewith my firm's check in the amount of \$35.00 to cover the cost of filing the Articles of Dissolution.

Thank you for your attention to this matter.

Very truly yours,


William R. Frazier

WRF:cp
Enclosures

FILED
98 JUN -4 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JUN 10 1998

ARTICLES OF DISSOLUTION

1. The name of the corporation is Curran & Associates, Inc.
2. The names and respective addresses of its officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
William R. Frazier	1515 Riverside Ave., Ste. A Jacksonville, FL 32204	President & Treasurer
Jean K. Curran	2114 Mercer Circle South Jacksonville, FL 32217	Secretary

3. The names and respective addresses of its directors are:

<u>NAME</u>	<u>ADDRESS</u>
William R. Frazier	1515 Riverside Ave., Ste. A Jacksonville, FL 32204
W. Robinson Frazier	1515 Riverside Ave., Ste. A Jacksonville, FL 32204
Jean K. Curran	2114 Mercer Circle South Jacksonville, FL 32217

4. All debts, obligations and liabilities of the corporation have been paid or discharged, or adequate provision therefor has been made.

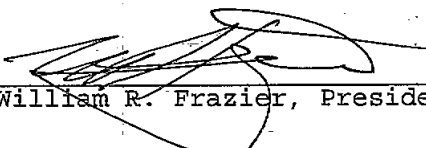
5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

6. A copy of the resolution to dissolve is attached. That resolution was adopted by the stockholders and directors of the corporation at a special joint meeting held May 21, 1998. The number of votes cast at said meeting for dissolution was sufficient for approval.

7. The effective date of these Articles of Dissolution and the dissolution of the corporation shall be May 31, 1998.

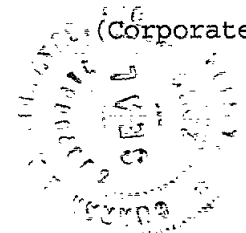
DATED this 28th day of May, 1998.

CURRAN & ASSOCIATES, INC.

By: 
William R. Frazier, President

ATTEST: 
Jean K. Curran, Secretary

(Corporate Seal)



STATE OF FLORIDA)
) SS
COUNTY OF DUVAL)

Before me personally appeared William R. Frazier and Jean K. Curran, who are the President and Secretary, respectively, of Curran & Associates, Inc., both of whom are personally known to me, and they acknowledged before me that they executed the foregoing Articles of Dissolution in such capacities.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of May, 1998.


Christi L. Peterson
Notary Public, State of Florida
at Large
My commission expires: (SEAL)



Christi L. Peterson
MY COMMISSION # CC701903 EXPIRES
February 19, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

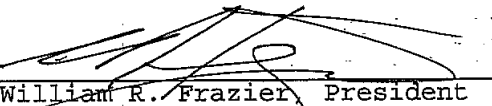
CERTIFICATE OF CORPORATE RESOLUTION

We, William R. Frazier and Jean K. Curran, the President and Secretary, respectively, of Curran & Associates, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certify that the following is a true and correct copy of a resolution of the stockholders and directors of Curran & Associates, Inc. passed at a duly convened special joint meeting of stockholders and directors, at which special meeting all stockholders of record were present and participating and all members of the corporation's Board of Directors were likewise present and participating, said joint meeting being held on May 21, 1998, at 11:00 A. M. in the offices of Frazier & Frazier, Attorneys at Law, P.A., 1515 Riverside Avenue, Suite A, Jacksonville, Florida 32204, as taken by us from the minutes of the said joint meeting and compared by us with the original of said resolution:

"BE IT RESOLVED by the stockholders and directors of Curran & Associates, Inc. that they deem it to be in the best interest of the corporation and its stockholders that it surrender its charter in final and complete liquidation and dissolution, effective as of May 31, 1998.

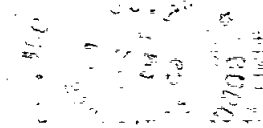
IN WITNESS WHEREOF, we have hereunto set our hands and affixed the seal of Curran & Associates, Inc., this 28th day of May, 1998.

CURRAN & ASSOCIATES, INC.

By: 
William R. Frazier, President

ATTEST: 
Jean K. Curran, Secretary

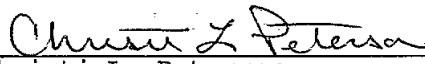
(Corporate Seal)



STATE OF FLORIDA)
) SS
COUNTY OF DUVAL)

I HEREBY CERTIFY that before me, an officer duly authorized to take acknowledgments, personally appeared William R. Frazier and Jean K. Curran, the President and Secretary, respectively, of Curran & Associates, Inc., a corporation organized and existing under the laws of the State of Florida, who are personally known to me and to me known to be the individuals and officers described in and who executed the foregoing certificate, and they acknowledged that the execution thereof was their free act and deed as such officers thereunto duly authorized and that the corporate seal affixed to said certificate is the official seal of said corporation.

WITNESS my hand and official seal at the City of Jacksonville, County of Duval, State of Florida, this 28th day of May, 1998.


Christi L. Peterson
Notary Public, State of Florida
at Large
My commission expires: (SEAL)



Christi L. Peterson
MY COMMISSION # CC701903 EXPIRES
February 19, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

MINUTES OF SPECIAL JOINT MEETING OF STOCKHOLDERS AND DIRECTORS
OF
CURRAN & ASSOCIATES, INC.

A special joint meeting of the stockholders and directors of Curran & Associates, Inc. was held at 11:00 o'clock A. M. on May 21, 1998, in the office of Frazier & Frazier, Attorneys at Law, P.A., Jacksonville, Florida.

Present and participating in said special joint meeting were all members of the corporation's Board of Directors and stockholders.

Mr. William R. Frazier was named to act as Chairman of the meeting, and Mrs. Jean K. Curran was named to act as Secretary thereof.

The Chairman explained that the reason why the special joint meeting of stockholders and directors of Curran & Associates, Inc. had been called was the fact that the corporation's sole shareholder, Frank C. Curran, died a resident of Jacksonville, Florida on April 11, 1998 and at the time of his death was the owner of all of the issued and outstanding capital stock of Curran & Associates, Inc., consisting of 250 shares of common stock.

The Chairman further explained that as those in attendance at the meeting knew, he had been designated by the decedent to act as personal representative of his estate, and that the decedent's will had been probated and that Letters of Administration had been issued to the Chairman in his capacity as personal represen-

tative by the Probate Division of the Circuit Court in and for Duval County, Florida.

As personal representative of the estate of said decedent, the said William R. Frazier in his fiduciary capacity, had become the owner of all of the issued and outstanding capital stock of the corporation for purposes of administering the estate, payment of debts and distribution.

The Chairman stated that the purpose for which the special joint meeting of stockholders and directors of Curran & Associates, Inc. had been called was to consider and adopt a plan calling for the liquidation and dissolution of the corporation, as of May 31, 1998, and also for the payment of certain debts and obligations of the company, including establishing a small reserve for the final expenses incident to the liquidation, both legal and accounting.

After a full and complete discussion of this matter, the following resolutions were, upon motion duly made and seconded, unanimously adopted:

BE IT RESOLVED by the stockholders and directors of Curran & Associates, Inc. that they deem it to be in the best interest of the corporation and its shareholders that it surrender its charter in complete and final liquidation and dissolution, effective as of May 31, 1998; and

BE IT FURTHER RESOLVED that the officers of the corporation are hereby authorized and directed to pay from the funds on hand the debts and obligations of the corporation, if any, including the establishment of a cash reserve for the payment of final legal and accounting expenses to be incurred in connection with the dissolution and liquidation of the corporation; and

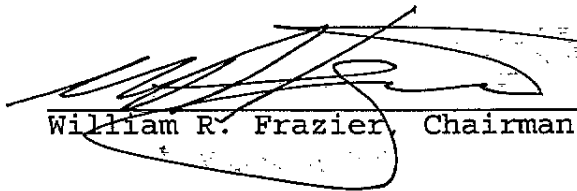
BE IT FURTHER RESOLVED that the officers of this corporation are authorized and directed to cause Articles of Dissolution to be prepared and executed, and to file same in the office of the Secretary of State at Tallahassee, Florida, and to also execute any and all other or further legal or written documents which in their discretion are necessary and proper in order to effectuate the final liquidation and dissolution of the corporation.

There being no further business to come before the meeting, the same duly adjourned.



Jean K. Curran, Secretary

APPROVED:



William R. Frazier, Chairman

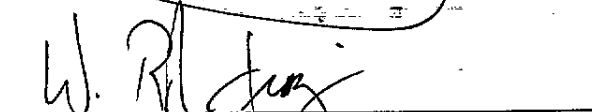
WAIVER AND CONSENT

We, the undersigned, being the owners of all of the capital stock and all members of the Board of Directors of Curran & Associates, Inc., do hereby waive any and all notice, written or otherwise, of the Special Joint Meeting of the Stockholders and Directors of the Corporation, as reflected by the foregoing minutes, and consent to the holding of such special joint meeting, and the undersigned do hereby ratify, approve and confirm all action taken at said meeting, including, without limitation, the adoption of all corporate resolutions as reflected by the minutes of the meeting.

DONE in the City of Jacksonville, State of Florida, this 21st day of May, 1998.


William R. Frazier, as Personal
Representative of the Estate of
Frank C. Curran, deceased,
Director and Sole Stockholder


William R. Frazier, Director


W. Robinson Frazier, Director


Jean K. Curran, Director