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* BOARD CERTIFIED IN TAXATION AND
MASTER OF LAWS IN ESTATE PLANNING
+ ALSO ADMITTED IN MASSACHUSETTS

May 14, 1998

OF COUNSEL
DAVID ROBERT BAKER
JOSEPH I. GOLDSTEIN
FILED
MAY 18 AM 9:28
TALLAHASSEE, FLORIDA

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314
Attn: Corporations Division

Re: F.H.C. HOLDINGS, INC.

EFFECTIVE DATE

6/30/98

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Dissolution of the above Corporation, effective June 30, 1998. A check is also enclosed in the total amount of \$87.50 to cover the \$35.00 filing fee and the \$52.50 fee for the certified copy of the Articles of Dissolution.

Please endorse your approval of the Articles of Dissolution on the duplicate copy, and return a certified copy to me.

Thank you for your assistance.

Yours very truly,

Ivan M. Lefkowitz

IML:ym

Enclosures

cc: Mr. Joseph Cosentino

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VOID IS
DEC
6/22

ARTICLES OF DISSOLUTION
OF F.H.C. HOLDINGS, INC.

FILED
98 MAY 18 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Dissolution:

EFFECTIVE DATE

6/30/98

Article I - Name of Corporation

The name of the corporation is F.H.C. HOLDINGS, INC. (hereinafter referred to as the "Corporation").

Article II - Date Dissolution Authorized

The dissolution of the Corporation was authorized on May 12, 1998.

Article III - Approval of Dissolution

The dissolution was approved by all of the shareholders of the Corporation by written consent dated May 12, 1998, pursuant to Section 607.0704 of the Florida Statutes.

Article IV - Effective Date of Dissolution

The Corporation shall be dissolved effective June 30, 1998.

Dated this 12th day of May, 1998.

F.H.C. HOLDINGS, INC.

By:


EDWARD FALCONER, President