

TREISER, KOBZA & VOLPE, CHTD.

ATTORNEYS AT LAW

Lisa H. Barnett
A. Kimberly Brosseit
Thomas A. Collins, II
Kent A. Johanson
Catherine E. Kidon
Kim Patrick Kobza
Stanley J. Lieberfarb
Andrew H. Reiss
Richard M. Treiser
Christopher T. Vernon
Michael J. Volpe

The Northern Trust Building
4001 Tamiami Trail North
Suite 300
Naples, Florida 34103
Telephone (941) 649-4900

Fax (941) 649-0823
Internet Address:
www.tkvnaples.com

April 22, 1998

Richard Shapack
of Counsel

William L. Rogers
of Counsel

* Also admitted in Iowa
◊ Also admitted in Michigan
+ Also admitted in New York
◻ Also admitted in Kentucky
† Board Certified Tax Attorney

K23486

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

100002501781--4
-04/27/98--01130--001
*****35.00 *****35.00

Re: Bomiver & Mader, Inc. and Southampton Development Corp.

Dear Reader:

Enclosed you will find an original and one (1) copy of Articles of Dissolution for Bomiver & Mader, Inc. and Southampton Development Corp. together with our firm checks in the sum of \$35.00 each to cover your costs for filing.

After you have recorded these Articles of Dissolution, would you please return a copy to my attention at the above address.

If you have any questions, please do not hesitate to contact me directly. Thank you for your attention and consideration.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.

Leslie L. Browning

Leslie L. Browning
Paralegal
For The Firm
e-mail-llbrowning@tkvnaples.com

Enclosures

\\WORD\Stanley\Letter To Secretary Of State Filing Articles Of Dissolution

APR 27 PM 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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**ARTICLES OF DISSOLUTION
OF
BOMIVER & MADER, INC., a Florida Corporation**

Pursuant to § 607.1403, Florida Statutes, the undersigned Corporation submits these Articles of Dissolution:

FIRST:

The name of this Corporation is Bomiver & Mader, Inc. (the "Corporation") and its Charter Number is K-23486. It was organized under the laws of the State of Florida on May 12, 1988.

SECOND:

Upon the recommendation of the Board of Directors, the Shareholders have, by unanimous written consent and in accordance with § 607.1402, Florida Statutes, elected to dissolve the Corporation. A copy of the Action Taken by Written Consent of the Shareholders is incorporated and attached as Exhibit "A". The number of votes cast for dissolution, being unanimous, was sufficient for approval.

THIRD:

Voting by voting groups was not required.

FOURTH:

The date the dissolution was authorized is as shown on the attached Exhibit "A".

FIFTH:

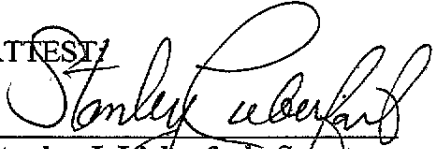
The Corporation is dissolved upon the effective date of its Articles of Dissolution:

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 17 day of April, 1998, in Naples, Florida.

BOMIVER & MADER, INC., Florida Corporation,

By: 
Milan Vrckovnik, President

ATTEST:


Stanley J. Lieberfarb, Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 APR 27 PM 5:59

APPROVED
AND
FILED

**ACTION TAKEN BY WRITTEN CONSENT OF THE
SHAREHOLDERS AND DIRECTORS OF
BOMIVER & MADER, INC.**

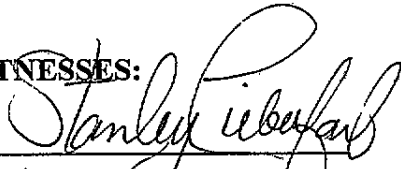
I, the undersigned being the sole Shareholder and Director of Bomiver & Mader, Inc., a Florida Corporation, and the only person entitled to vote with respect to the subject matter hereof and pursuant to § 607.0704 of the Florida Business Corporation Act (1991) and the recommendation of the Board of Directors that the Corporation be dissolved, hereby authorize the following action to be taken without a meeting of Shareholders, namely:

1. Accept the resignation of Milan Vrckovnik, as Director, President and Treasurer of the Corporation effective immediately;
2. That until further notice, the undersigned will serve as the Executive Officer of the Corporation;
3. That the shares of stock that previously had been issued to Milan Vrckovnik have been re-acquired by the Corporation and is being retained by the Corporation as Treasury Shares;
4. That the Internal Revenue Service and/or State of Florida, Department of Corporations, are to be provided with appropriate notice of the fact that Milan Vrckovnik has resigned as Officer and Director of the Corporation and that the Corporation has re-acquired his shares of stock of the Corporation; and
5. To pay and discharge all of the obligations and liabilities of the Corporation.
6. To distribute all of the remaining assets of the Corporation to the Shareholders according to their respective rights and interests.
7. Conclude all actions, if any, pending against the Corporation.
8. Dissolve the Corporation by having the proper officers of the Corporation take such steps as are necessary to implement the dissolution.

DATED: this 17 day of Aril, 1998.

IN WITNESS WHEREOF, the undersigned, as the sole Shareholder and Director has signed this Consent this 17 day of April, 1998.

WITNESSES:

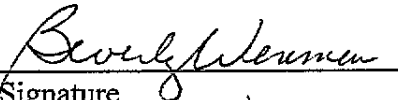


Signature
STANLEY DIEGERFARS

Printed Name



Milan Vreckovnik



Signature
Beverly Wenman

Printed Name