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April 28, 1998.

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

RE: Paul Davis Systems of Brooksville, Inc.

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-04/30/98--01047--015
*****35.00 *****35.00

Gentlemen:

Enclosed herewith please find Articles of Dissolution of Paul Davis Systems of Brooksville, Inc. along with our check in the amount of \$35.00. Please forward confirmation of this filing to our office in the envelope provided.

Should you have any questions, please feel free to contact me.

Sincerely,


GEORGE E. OWEN, JR.

GEO:ms
Enclosure

FILED
98 APR 30 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LFT 5-7-98

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98 APR 30 PM 12:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
PAUL DAVIS SYSTEMS OF BROOKSVILLE, INC.

To the Secretary of the State of Florida:

In compliance with the provisions of Section 607.1403, Florida Statutes, the following named business corporation certified under its corporate seal hereby executes the following Articles of Dissolution.

ARTICLE I

Name

The name of this corporation is:

PAUL DAVIS SYSTEMS OF BROOKSVILLE, INC.

ARTICLE II

Officers

The names and respective addresses of its officers are:

President: J. Richard J. Sullivan
1151 North Circle Drive
Crystal River, FL 34429

Treasurer: Beth Sullivan
1151 North Circle Drive
Crystal River, FL 34429

ARTICLE III

Directors

The names and respective addresses of its directors are:

3. Richard J. Sullivan 1151 North Circle Drive Crystal River, FL 34429	Beth Sullivan 1151 North Circle Drive Crystal River, FL 34429
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Donald Goldberg 1947 Tanglewood Drive NE St. Petersburg, FL 33702	Janice Goldberg 1947 Tanglewood Drive NE St. Petersburg, FL 33702
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ARTICLE IV

Liabilities and Obligations

All debts, obligations and liabilities of the corporation have

been paid and discharged or adequate provision has been made therefor.

ARTICLE V

Property and Assets

All remaining property and assets of the corporation have been distributed to its sole shareholder.

ARTICLE VI

Litigation

There are no suits pending against the corporation in any court.

ARTICLE VII

Method of Dissolution

The corporation elected to dissolve by act of the corporation and a copy of the resolution to dissolve which was adopted on June 23, 1997 by all the shareholders is attached hereto.

IN WITNESS WHEREOF, the undersigned, being the President, Treasurer and Directors of the corporation respectively, execute these Articles of Dissolution and certify to the truth of the facts herein stated on this 23rd day of June, 1997.


J. RICHARD J. SULLIVAN, Director/President


BETH SULLIVAN, Director/Treasurer


DONALD GOLDBERG, Director


JANICE GOLDBERG, Director

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared J. RICHARD J. SULLIVAN and BETH SULLIVAN, known to me to be the persons described in and who executed the foregoing instrument, who acknowledged before me that they executed the same and that they are personally known by me and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of June, 1997.

Michele Schibler (Signature of Notary)

Michele Schibler (Name of Acknowledger, typed, printed or stamped)

NOTARY'S SEAL
My Commission Expires:
Commission No.:

MICHELE SCHIBLER
Notary Public - State of Florida
My Commission Expires
December 14, 1999
CC499623

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared DONALD GOLDBERG and JANICE GOLDBERG, known to me to be the persons described in and who executed the foregoing instrument, who acknowledged before me that they executed the same and that they are personally known by me and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of June, 1997.

Michele Schibler (Signature of Notary)

Michele Schibler (Name of Acknowledger, typed, printed or stamped)

NOTARY'S SEAL
My Commission Expires:
Commission No.:

MICHELE SCHIBLER
Notary Public - State of Florida
My Commission Expires
December 14, 1999
CC499623

MINUTES OF SPECIAL MEETING
OF SHAREHOLDERS OF
PAUL DAVIS SYSTEMS OF BROOKSVILLE, INC.

Pursuant to Waiver of Notice, a special meeting of the shareholders of PAUL DAVIS SYSTEMS OF BROOKSVILLE, INC. was held at 3:30 P.M. on the 23rd day of June, 1997 at 888 Executive Center Drive West, Suite 202, St. Petersburg, Florida 33702.

The Waiver of Notice of the meeting, signed by the shareholders, was filed in the corporate minute book immediately preceding the minutes of this meeting.

Present in person were J Richard L Sullivan, Beth Sullivan, Donald Goldberg and Janice Goldberg.

J, Richard L Sullivan was chairman of the meeting and Beth Sullivan was asked to join the meeting as Secretary.

The chairman stated that the purpose of this meeting was to vote upon the voluntary dissolution of the corporation as proposed by resolution by the Board of Directors on June 23, 1997.

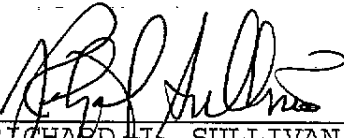
The chairman stated that the corporation was solvent and that there were no creditors or depositors who had not been paid or otherwise provided for and that under the present circumstances it was advisable that the corporation be dissolved.

The following resolution was thereupon duly moved and seconded:

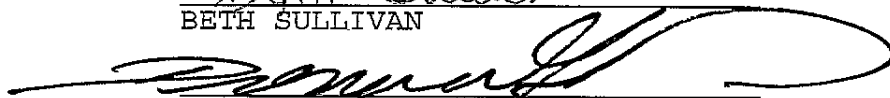
RESOLVED:

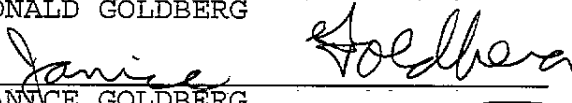
That the resolution of the Board of Directors adopted at the meeting of the board held on June 23, 1997 in favor of the immediate dissolution of the company, be and is hereby approved and that We, the shareholders of PAUL DAVIS SYSTEMS OF BROOKSVILLE,

INC.. hereby consent that the corporation be dissolved forthwith pursuant to the provisions of the laws of the State of Florida, and that the officers and directors of the company be and are hereby authorized to take all the necessary and proper action to effectuate such dissolution and to wind up the business affairs of the company and that we hereby signify our consent in writing to such dissolution.


J. RICHARD J. SULLIVAN


BETH SULLIVAN


DONALD GOLDBERG


JANICE GOLDBERG


BETH SULLIVAN
Secretary