

7/02/98

FLORIDA DIVISION OF CORPORATIONS
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NAME: TRADITIONAL HEIRLOOMS, INC.
AUDIT NUMBER.....H98000012292
DOC TYPE.....DISSOLUTION
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ARTICLES OF DISSOLUTION

OF

TRADITIONAL HEIRLOOMS, INC.

Pursuant to section 607.1403, Florida Statutes, the undersigned corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is: **TRADITIONAL HEIRLOOMS, INC.**

SECOND: The date dissolution was authorized: **July 1, 1998**

THIRD: Adoption of Dissolution: (check one)

X Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

 Dissolution was approved by vote of the shareholders through voting groups.

(The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve.)

The number of votes cast for dissolution was sufficient for approval by the shareholders.

SIGNED this 2nd day of July, 1998.

TRADITIONAL HEIRLOOMS, INC.

By: Nathan I. Leder
NATHAN I. LEDER, President

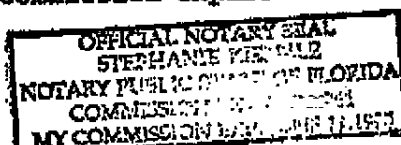
STATE OF FLORIDA)
) SS:
COUNTY OF FLORIDA)

BEFORE ME, the undersigned authority, this day personally appeared Nathan I. Leder, President of Traditional Heirlooms, Inc., a Florida corporation, who is personally known to me or who produced as identification, and who did not take an oath, to be the individual described in and who executed the foregoing instrument, and that he acknowledged before me that he signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 2nd day of July, 1998.

Stephanie Kienle
Notary Public, State of Florida
Printed Name: Stephanie Kienle

My commission expires:



Prepared by:
NATHAN I. LEDER, ESQ.
5200 BLUE LAGOON DR. #600
MIAMI, FL 33126
(305) 267-9200
FBN. 0148606

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CORPORATE RESOLUTION NO. 1

MINUTES OF SPECIAL MEETING OF THE BOARD OF
DIRECTORS OF TRADITIONAL HEIRLOOMS, INC., HELD
ON JULY 1, 1998, AT 1:00 P.M., AT 5200 BLUE
LAGOON DRIVE, SUITE 600, MIAMI, FLORIDA

NATHAN I. LEDER, Chairman of the meeting, called the meeting
to order and NATHAN I. LEDER, Secretary of the meeting, declared
that a quorum was present, and that the purpose of the meeting was
to discuss the dissolution of the corporation. After much
discussion, it was unanimously decided, as follows:

RESOLVED, that the corporation be voluntarily dissolved;
and

RESOLVED, that any of the officers of the corporation be
empowered to execute all documents and to do all other
things necessary to effectuate the above resolution.

There being no further business to come before the meeting, it
was, upon motion duly made, recorded and unanimously carried,
adjourned.


Secretary


Chairman


Director

WAIVER OF NOTICE OF MEETING


Director

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