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(Requestor's Name)

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PICK-UP WAIT MAIL

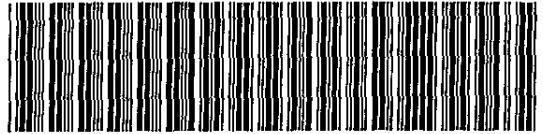
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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November 21, 2002

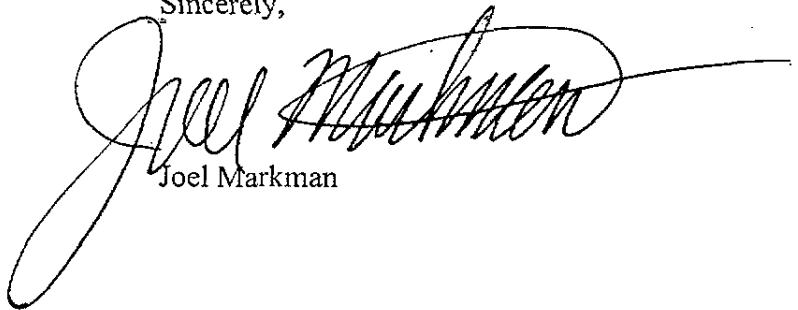
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Dissolution

Dear Department of State - Division of Corporations:

Please take notice, that I Joel Markman, the sole shareholder of Florida Veteran's Assistance Association, Inc., by signing below, affirm that I will not revoke the Articles of Dissolution filed for Florida Veteran's Assistance Association, Inc. with this letter. Therefore, the name Florida Veteran's Assistance Association, Inc. can be used as the name of the not-for-profit corporation in the Articles of Incorporation, which are also included with this letter. If you have any questions, please direct the questions to my attorney Matthew Linde of Linde & Winer, P.A., 1904 E. Busch Blvd., Tampa, FL 33612 (813) 933-5700.

Sincerely,

A handwritten signature in black ink, appearing to read "Joel Markman". The signature is written in a cursive style with a large, looping initial "J".

Joel Markman

Linde & Winer, P.A.

Attorneys at Law

1904 East Busch Boulevard
Tampa, Florida 33612-8666
ml@inherit-florida.com

Matthew A. Linde**
Russell R. Winer
Tel: (813) 933-5700
Fax: (813) 933-4353

* LL. M. Taxation
* Also admitted in California (inactive)

November 22, 2002

Civil Litigation
Elder Law
Estate, Gift & Tax Planning
Probate & Estates
Trust Administration

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: Dissolution of Florida Veterans Assistance Association, Inc.

Dear Corporate Records Bureau:

Please find enclosed the original Articles of Dissolution for Florida Veterans Assistance Association, Inc., which is a profit corporation organized under Florida law. I have also enclosed a letter signed by Joel Markman stating that he would not revoke the Articles of Dissolution. Please take the action necessary to dissolve this corporation.

In addition to the documents listed above, you will also find enclosed the original and one copy of the Articles of Incorporation for Florida Veterans Assistance Association, Inc., which is a new not-for-profit corporation together with a check in the amount of \$122.50 to cover the following costs:

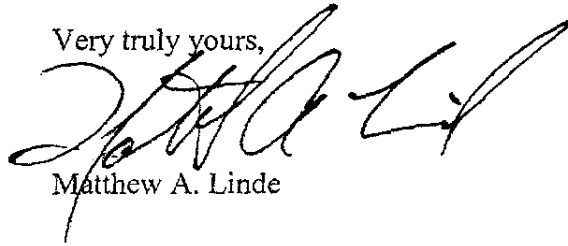
Filing Fee for Articles of Dissolution	\$35.00
Filing Fee for Articles of Incorporation	\$35.00
Fee for Designation of Registered Agent	\$35.00
Fee for Certified Copy of Articles of Incorporation	\$8.75
Fee for Certificate of Status of Non-Profit Corporation	<u>\$8.75</u>
Total	\$122.50

Upon acceptance of the charter and the filing thereof by your office, please provide our office with a certified copy of the corporate charter and the certificate of status.

Corporate Records Bureau
November 22, 2002
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Thank you for your cooperation in this regard.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Matthew A. Linde', written in a cursive style.

Matthew A. Linde

cc: Mr. Joel Markman

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SECRETARY OF STATE
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ARTICLES OF INCORPORATION
OF
FLORIDA VETERANS ASSISTANCE ASSOCIATION, INC.

The undersigned, with other persons being desirous of forming a corporation not-for-profit, under the provisions of Chapter 617 of the Florida Statutes, agrees to the following:

ARTICLE I. NAME AND ADDRESS

The name of this corporation is FLORIDA VETERANS ASSISTANCE ASSOCIATION, INC. The principal business address of the corporation is 8310 N. Thatcher Avenue, Tampa, Florida, 33614.

ARTICLE II. PURPOSES

The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, making distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or any successor provision.

ARTICLE III. QUALIFICATIONS OF MEMBERS

The incorporator shall be a member of the corporation and additional members may be added in the manner provided in the bylaws.

ARTICLE IV. DIRECTORS

The directors of the corporation shall be elected in accordance with the bylaws of the corporation.

ARTICLE V. TERM OF EXISTENCE

This corporation shall commence upon the filing of these Articles and shall exist perpetually thereafter.

ARTICLE XI. DESIGNATION OF RESIDENT AGENT

The initial resident agent of this corporation for the purpose of accepting service of process within this State shall be Joel Markman, whose address is 212 Lexington Street, City of Oldsmar, County of Hillsborough, State of Florida.

ARTICLE XII

Section 1. No part of the net earnings or assets of the corporation shall inure to the benefit of any individual, member, director, or officer.

Section 2. The corporation shall not carry on propaganda, or otherwise act to influence legislation.

Section 3. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such

dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer or director or trustee of this corporation.

ARTICLE XIII

Joel Markman is the sole incorporator of the corporation and his address is 212 Lexington Street, Oldsmar, Florida 34677-4330.

IN WITNESS WHEREOF, I have subscribed my name this, this 21 day of November, 2002, for the purpose of forming this corporation as a not-for-profit under laws of the State of Florida.

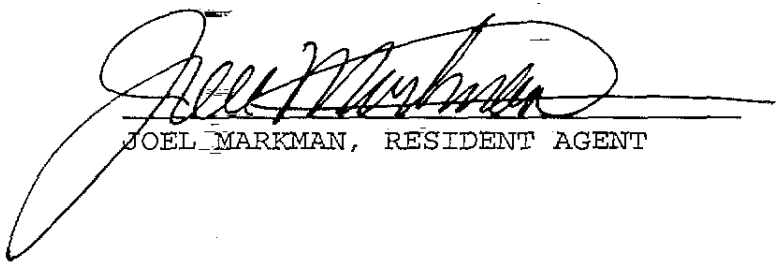

JOEL MARKMAN, INCORPORATOR

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TALLAHASSEE, FLORIDA

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ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

Having been named to accept service of process for this corporation, at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



JOEL MARKMAN, RESIDENT AGENT