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ULLMAN & ULLMAN
PROFESSIONAL ASSOCIATION

HOWARD F. ULLMAN
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TELEPHONE (954) 462-5900
FAX (954) 527-0609

January 14, 1998

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

Re: Madison Financial Group, Inc.
Our File No. 97-0080

Dear Sir or Madam:

Enclosed for filing please find the following:

1. Original and one copy of Articles of Amendment to Articles of Incorporation and our firm's check in the amount of \$35.00 as filing fee. Please conform and return the copy; and
2. Original and one copy of Articles of Dissolution and our firm's check in the amount of \$43.75 which represents \$35.00 filing fee and \$8.75 for a Certificate of Status.

Please file as indicated and return all to my attention.

Very truly yours,

Howard F. Ullman

HFU:rl

enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HOWARD F. ULLMAN
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LAW OFFICES
ULLMAN & ULLMAN
PROFESSIONAL ASSOCIATION
SUITE 1350
515 EAST LAS OLAS BOULEVARD
FORT LAUDERDALE, FLORIDA 33301-2268

TELEPHONE (954) 462-5900
FAX (954) 527-0609

February 23, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Madison Financial Group, Inc.
Our File Number 97-0080

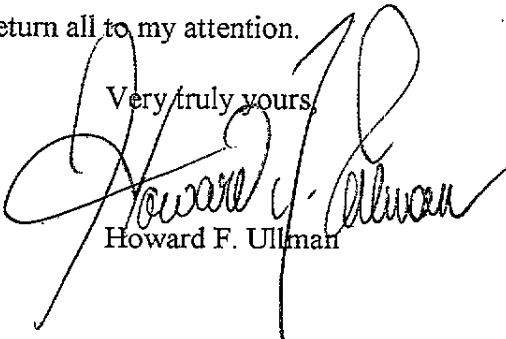
Dear Sir or Madame:

Enclosed for filing please find the following:

1. Original and one copy of Articles of Amendment to Articles of Incorporation. On January 22, 1998, you received our firm's check in the amount of \$35.00 as filing fee. Please conform and return the copy.
2. Original and one copy of Articles of Dissolution and our firm's check in the amount of \$43.75 which represents \$35.00 filing fee and \$8.75 for a Certificate of Status.
3. Original and one copy of Statement of Change of Registered Office or Registered Agent or Both for Corporations and our firm's check in the amount of \$35.00 as filing fee.

Please file as indicated and return all to my attention.

Very truly yours,


Howard F. Ullman

HFU/kd
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION
OF
MADISON FINANCIAL GROUP, INC.**

Pursuant to 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is:

MADISON FINANCIAL GROUP, INC.

SECOND: Dissolution was authorized on December 2, 1997.

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

Signed this 2nd day of December, 1997.

Signature: _____



JOHN J. MARSHALL, President and Director