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December 29, 2000

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\* BOARD CERTIFIED IN  
WORKER'S COMPENSATION

Florida Department of State  
Division of Corporations  
P.O. BOX 6327  
TALLAHASSEE FL 32314

Re: JODAL, INC.  
L47769

900003522359--4  
-01/04/01--01010--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sirs:

Enclosed with this letter please find the Certified Copy of a Resolution terminating the above Corporation; Written Action of the Directors and Shareholders dissolving the corporation and The Articles of Dissolution. I have also enclosed a check for \$35.00 to cover the cost of the dissolution. Please forward the confirmation of dissolution to my office.

Please file these papers and effect the closure of this entity. If there are any additional forms which need to be completed, please forward those to me.

Thank you for your cooperation and courtesy, I am,

Sincerely yours,

*Barry A. Stein*  
BARRY A. STEIN  
BAS/

FILED  
01 JAN -3 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Voldis*

T. LEWIS JAN 9 2001

ARTICLES OF DISSOLUTION

FILED  
01 JAN -3 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

FIRST: The name of the corporation is: JODAL, INC.

SECOND: The date dissolution was authorized: 12/29/2000

THIRD: Adoption of Dissolution (CHECK ONE)

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

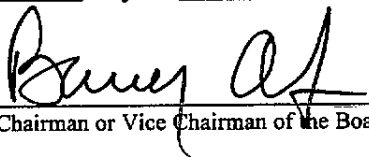
Dissolution was approved by vote of the shareholders through voting groups.

*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

\_\_\_\_\_ (voting group)

Signed this 29 day of December, 2000.

Signature   
(By the Chairman or Vice Chairman of the Board, President, or other officer)

BARRY A. STEIN  
(Typed or printed name)

President  
(Title)

**WRITTEN ACTION OF THE DIRECTORS AND SHAREHOLDERS  
OF JODAL, INC.**

The undersigned sole Shareholder of the Corporation and the undersigned, constituting all of the directors of the Corporation, hereby adopt the written actions as follows:

RESOLVED THAT:

1. The Corporation shall forthwith liquidate and distribute all of its assets to its sole Shareholder, BARRY A. STEIN, in complete liquidation of the Corporation pursuant to Section 331 of the Internal Revenue Code.

2. Within thirty days after the date hereof, the Corporation shall cause to be filed Form 966 with the Internal Revenue Service, together with a certified copy of this Resolution to Liquidate.

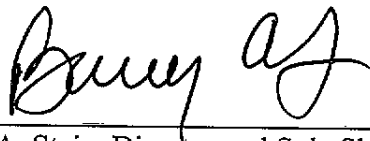
3. The corporate officers of the Corporation shall execute and deliver appropriate assignments of all of the assets of the corporation subject to all liabilities of the Corporation, in complete liquidation and in redemption and cancellation of all outstanding shares of the Corporation.

4. The appropriate officers of the Corporation shall file a certificate of dissolution, formally dissolving the Corporation.

5. The appropriate officers of the Corporation shall file the Corporation's final federal and state income tax returns as soon as possible after distribution of the Corporation's assets and liabilities in liquidation.

6. The officers and directors of the Corporation are hereby authorized and directed to carry out the provisions of this resolution and to take such other action as may be necessary or advisable to carry out this plan of liquidation.

7. This Resolution shall be effective on this 29 day of December, 2000

A handwritten signature in black ink, appearing to read "Barry A. Stein". The signature is written in a cursive style with a large initial "B".

Barry A. Stein, Director and Sole Shareholder

## CERTIFIED COPY OF RESOLUTIONS

I hereby certify that the following resolutions were unanimously adopted by Written Action of the Shareholder and Directors of JODAL, INC., on December 29, 2000 and have not been amended and remain in full force and effect.

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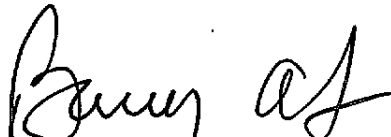
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7. This Resolution shall be effective this 29 day of December, 2000

  
\_\_\_\_\_  
BARRY A. STEIN, Secretary