

NORTH TAMPA LAW CENTER
of Gregory Paules, P.A.
Attorney At Law

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TAMPA, FLORIDA 33612

April 18, 1997

P94000048917

Corporate Records Bureau
Division of Corporation
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

RE: Last Generation Software, Inc.

Dear Person:

Enclosed are:

- (a) Properly executed Articles of Dissolution of Last Generation Software, Inc.
- (b) My cost check for \$35.00.

Please acknowledge receipt of and the filing of the enclosed Articles of Dissolution.

Regards,



Gregory Paules
Attorney at Law

GP/bkb
Enclosures

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-04/24/97--01068--005
*****35.00 *****35.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 24 PM 2:49
VALIDIS
MAY 1 1997

ARTICLES OF DISSOLUTION OF
LAST GENERATION SOFTWARE INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 24 PM 2:49

For the purpose of dissolving a Florida corporation pursuant to F.S. 607.1403 the following Articles of Dissolution are hereby adopted pursuant to 100% shareholder consent:

1. The name of the corporation being dissolved is LAST GENERATION SOFTWARE INC.

2. The dissolution of the corporation was authorized on April 18, 1997 to be effective immediately.

3. The immediate dissolution of the corporation was approved and authorized by the 100% sole shareholder on April 18, 1997.

Dated this 18th day of April, 1997.

James B. Coe
JAMES B. COE - President
Sole Shareholder and Sole Director
of LAST GENERATION SOFTWARE INC.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, this day personally appeared JAMES B. COE, Sole Shareholder and Sole Director, to acknowledge the foregoing Articles of Dissolution of LAST GENERATION SOFTWARE INC.

SWORN TO AND SUBSCRIBED before me on this 18th day of April, 1997.

Beverly K. Barnes
NOTARY PUBLIC, STATE OF FLORIDA

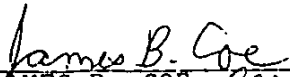


BEVERLY K. BARNES
MY COMMISSION # CC330674 EXPIRES
November 8, 1997
BARNES, BEVERLY K. BARNES, INC.

STATEMENT OF ACTION OF SHAREHOLDER AND
DIRECTOR OF LAST GENERATION SOFTWARE INC.

Pursuant to F.S. 607.0704 and F.S. 607.1402 the undersigned
Sole Director and Sole Shareholder of LAST GENERATION SOFTWARE
INC., hereby consents to and takes the following action:

The corporation LAST GENERATION SOFTWARE INC. shall be
dissolved effective April 18, 1997.



JAMES B. COE - *President*
Sole Shareholder and Sole Director
of LAST GENERATION SOFTWARE INC.