

Law Offices
Laurence Feingold
Professional Association

Murray B. Weil, Jr.
of Counsel
Admitted in Florida & Massachusetts

175314

December 10, 1998

Department of State
Division of Corporations
ATTN: Amendment Section
PO Box 6327
Tallahassee, Florida 32314

200002711652--2
-12/14/98--01039--005
*****43.75 *****43.75

RE: Articles of Dissolution of Lenox Holding Company, Inc.

Dear Sir:

Enclosed you will find an original and one copy of the Articles of Dissolution to be filed as soon as possible.

I am also enclosing a check to your order, so you may fill the exact amount in. What I require is:

1. A certified copy for my files.
2. Payment of any fees due your office.

Thank you for your cooperation in this matter.

Sincerely,

Laurence Feingold

Laurence Feingold

Diss
12-28-98
DHS

FILED
98 DEC 14 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION OF LENOX HOLDING COMPANY, INC.,
A FLORIDA CORPORATION

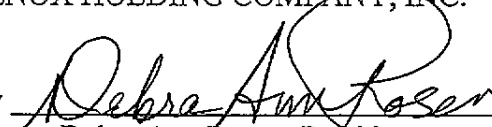
Pursuant to Section 607.403 of the Florida Statutes, the undersigned corporation adopts the following Articles of Dissolution:

1. The name of the corporation is Lenox Holding Company, Inc.
2. Dissolution was authorized on November 4, 1998.
3. Dissolution was approved by the shareholders unanimously, (2-0), which is a number cast for dissolution that is sufficient for approval.
4. It is intended that this corporation shall be dissolved on the effective date of these Articles of Dissolution.

DATED: November 4, 1998

LENOX HOLDING COMPANY, INC.

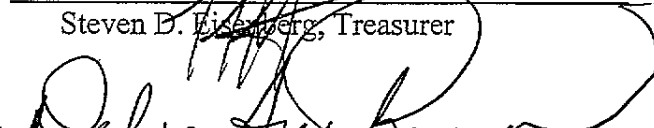
By


Debra Ann Rosen, President

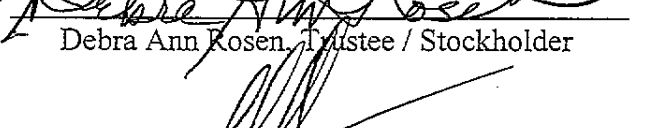
By


Steven D. Eisenberg, Treasurer

By


Debra Ann Rosen, Trustee / Stockholder

By


Steven D. Eisenberg, Trustee / Stockholder

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**DIRECTOR'S RESOLUTION RATIFYING STOCKHOLDER'S ACTION IN
DISSOLVING CORPORATION PURSUANT TO FLORIDA STATUTE 607.1403**

Pursuant to the provisions 607.1403 of the Florida Statutes, the undersigned
Lenox Holding Company, Inc., a Florida corporation, makes the following resolution.

It is further resolved that upon the unanimous vote of all the stockholders, that the
following plan of complete liquidation be and hereby adopted by the stockholders to wit:

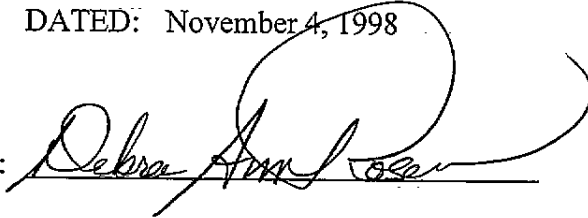
To accomplish and complete the dissolution of the corporation, and its complete
and final liquidation, the directors and officers shall be authorized, empowered, and
instructed to:

1. Quitclaim assign and relinquish until Debra Rosen, Trustee and Steven
Eisenberg, Trustee, all of the rights, title, interests and claims on any
mortgage or lease held by the corporation in accordance with the
resolution adopted by the stockholders, and therefore any assets which
said trustee shall either receive, shall be held, disposed of, and distributed
in accordance with the terms of the aforementioned resolution for the use
and benefit of the stockholders.
2. All the remaining assets and properties of the corporation of every kind of
character shall be conveyed on a 50/50 basis to Debra Rosen, Trustee and
Steven Eisenberg, Trustee.
3. When the conveyances provided for in the two preceding subparagraphs
have been executed and delivered, the directors and officers of this
corporation shall take all such other and further steps as may be necessary
in order to accomplish the complete dissolution of this company and to

surrender its charter, and to carry out fully and completely the spirit and purpose of this resolution.

DATED: November 4, 1998

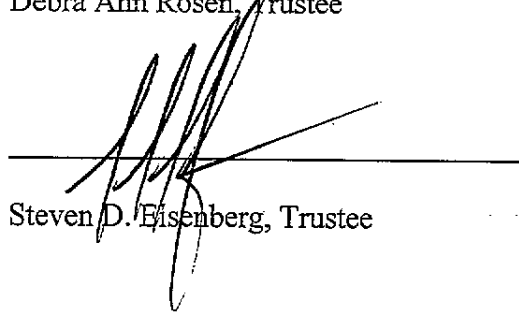
SIGNED:

A handwritten signature in cursive script, appearing to read "Debra Ann Rosen", written over a horizontal line.

DATE: 11-4-98

Debra Ann Rosen, Trustee

SIGNED:

A handwritten signature in cursive script, appearing to read "Steven D. Eisenberg", written over a horizontal line.

DATE: 11-23-98

Steven D. Eisenberg, Trustee