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LAW OFFICES
LINSKY AND LINSKY

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TAMPA, FLORIDA 33606
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July 21, 1999

REPLY TO:

Sun City Center

CERTIFIED MAIL - Z 396 679 408
RETURN RECEIPT REQUESTED

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

Re: Our file # W4208
Articles of Dissolution
Wagner Enterprises, Inc. of Tampa

600002945436--4
-07/29/99--01075--018
*****87.50 *****43.75

Dear Sir:

We enclose for filing on behalf of the above corporation:

1. Articles of Dissolution executed in duplicate pursuant to Florida Statutes Section 607.1402, with attached Shareholders' Consent to Voluntary Dissolution; and,
2. Check in the amount of \$87.50 representing a filing fee of \$35.00 and \$52.50 for a certified copy pursuant to Florida Statutes.

Please send us the certified copy of the Articles of Dissolution at your earliest convenience to our Sun City Center address.

Very truly yours,

Linsky and Linsky

Donald B. Linsky

DBL:gw
enclosure

Diss
8-4-99
DBL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 29 AM 9:33

FILED

ARTICLES OF DISSOLUTION

WAGNER ENTERPRISES, INC. OF TAMPA

The undersigned, president of Wagner Enterprises, Inc. of Tampa, hereby subscribes to these articles of dissolution pursuant to Florida Statutes Section 607.1402.

ARTICLE I. NAME

The name of this corporation is Wagner Enterprises, Inc. of Tampa

ARTICLE II. DISSOLUTION DATE

The date dissolution was authorized was July 21, 1999.

ARTICLE III. OFFICERS

The names of the officers of this corporation are as follows:

| | |
|----------------|-----------------------|
| President | Stephen M. Wagner |
| Vice President | Melanie Wagner Acosta |
| Secretary | Stephen M. Wagner |
| Treasurer | Melanie Wagner Acosta |

The address of each of the above officers of this corporation is:

Stephen M. Wagner, 47 Fremont Road, Newark, Delaware 19711
Melanie Wagner Acosta, 662 Riveria Drive, Tampa, Florida 33606

ARTICLE IV. DIRECTORS

The names of the directors of this corporation are:

Stephen M. Wagner
Melanie Wagner Acosta

The address of the above director of this corporation is:

Stephen M. Wagner, 47 Fremont Road, Newark, Delaware 19711
Melanie Wagner Acosta, 662 Riveria Drive, Tampa, Florida 33606

ARTICLE V. DEBTS

All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made for them.

FILED
99 JUL 29 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. DISTRIBUTION OF PROPERTY

All remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

ARTICLE VII. NO PENDING ACTIONS

There are no actions pending against the corporation in any court.

ARTICLE VIII. CONSENT OF SHAREHOLDERS ATTACHED

An executed copy of the Written Consent of the Shareholders to dissolve is attached. The Written Consent has been signed by all of the Shareholders of the corporation.

Wagner Enterprises, Inc. of Tampa

By: Stephen M. Wagner
Stephen M. Wagner, President

Attest:

By: Melanie Wagner Acosta
Melanie Wagner Acosta, Secretary

[CORPORATE SEAL]

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SHAREHOLDERS' CONSENT TO VOLUNTARY CORPORATE DISSOLUTION

The undersigned, being all of the shareholders of Wagner Enterprises, Inc. of Tampa, consent to the voluntary dissolution of the corporation.

Dated as of July 21, 1999

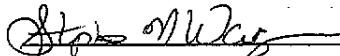
SHARES AND CLASS

707.0 Common
353.5 Preferred A
282.0 Preferred B


707.0 Common
353.5 Preferred A
282.0 Preferred B

SHAREHOLDERS

Stephen M. Wagner
Stephen M. Wagner
Stephen M. Wagner


Stephen M. Wagner

Melanie Wagner Acosta
Melanie Wagner Acosta
Melanie Wagner Acosta


Melanie Wagner Acosta