

BERNARD J.
LECHNER
Attorney
At Law

22189

August 13, 1998

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

Re: Marion Properties, Inc.
Articles of Dissolution

000002617040--7
-08/17/98--01027--001
*****35.00 *****35.00

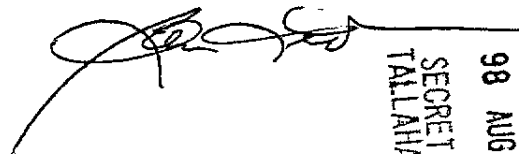
Ladies/Gentlemen:

I have enclosed the original and one copy of the Articles of Incorporation, with Written Consent attached thereto, along with check for \$ 35.00. I trust that the original may be filed, and that you will return a stamped copy for my file. Please let me know if you have any questions or comments, and thanks for the help.

Very truly yours,

BJL/wt

enclosures as noted


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION

1. The name of the corporation is MARION PROPERTIES INC.
2. The names and respective addresses of its officers are:

Paul H. Ponder, Jr., President 13300 Indian Rocks Road -
2102
Largo, FL 33774

Bernard J. Lechner, Vice-
President & Secretary-
Treasurer

P. O. Box 5147
Clearwater, FL 33758

3. The names and addresses of its directors are:

Paul H. Ponder, Jr. 13300 Indian Rocks Road -
2102
Largo, FL 33774

Bernard J. Lechner

P. O. Box 5147
Clearwater, FL 33758

4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefor.
5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
6. There are no actions pending against the corporation in any court.
7. An executed copy of the written consent to dissolve is attached. Such written consent has been signed by the sole shareholder and all of the directors of the corporation.

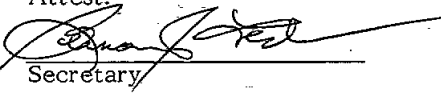
Dated this 13th day of August, 1998.

MARION PROPERTIES INC.

By:


President

Attest:


Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared PAUL H. PONDER, JR., and BERNARD J. LECHNER, the President and Secretary respectively of Marion Properties Inc., and they acknowledged before me that they executed the foregoing Articles of Dissolution. They are each personally known to me and not on oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 13 day of August, 1998.


Notary Public

My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARION PROPERTIES INC.

Written Consent of the Sole Shareholder and All of the Directors
in lieu of Special Meeting of the Shareholders and Board of
Directors pursuant to Sections 607.0704 and 607.1402 of the
Florida General Corporations Act

The undersigned, being all of the Shareholders and Directors of the
above-named corporation, hereby take the following actions by written
consent in lieu of a Special Meeting of the Board of Directors and
Shareholders:

RESOLVED, that the corporation be liquidated in accordance with
the provisions of the Internal Revenue Code of 1986, as amended, and
further

RESOLVED, that in accordance with such plan of liquidation, the
officers, directors, accountant and attorney for the corporation be and
they hereby are authorized to:

1. file appropriate forms in a timely manner with the District
Director of Internal Revenue Service at Atlanta, GA,
together with a certified copy of this consent;
2. completely liquidate the corporation within the next
thirty days by transfer and distribution of all of the
assets of the corporation to the shareholders of the
corporation, after retaining only sufficient amount to
pay all claims or expenses;
3. file a Certificate of Dissolution with the Secretary of
State in Tallahassee, Florida;
4. file all other forms and documents required by the State
of Florida and the Federal Government, including all
requisite tax returns, as soon as possible as they become
due; and
5. provide for the payment of any indebtedness owed by
the corporation to any creditor and/or lienor.

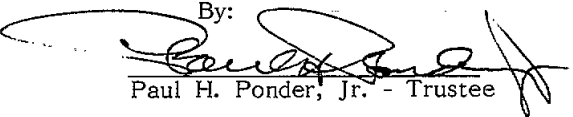
FURTHER RESOLVED, that all actions taken on behalf of this
corporation by the officers and directors in connection with the
foregoing determination to liquidate and dissolve the corporation, the
possible sale or distribution of its assets, be and the same are hereby
ratified and confirmed in all respects.

Dated: August 13, 1998.

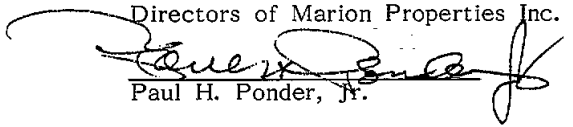
Shareholder of Marion Properties Inc.

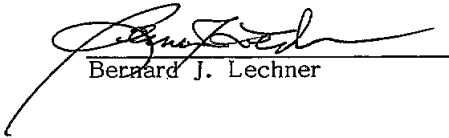
Richard M. Collins Living Trust Agreement dated October 24, 1996

By:


Paul H. Ponder, Jr. - Trustee

Directors of Marion Properties Inc.


Paul H. Ponder, Jr.


Bernard J. Lechner