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Terry Manrique
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Tampa, FL 33634

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*****35.00 *****35.00

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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(Corporation Name) (Document #)
2. _____
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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	<u>Dissolution/Withdrawal</u>
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

11-3-98

**ARTICLES OF DISSOLUTION (PURSUANT TO SECTION 607.267
OF THE FLORIDA GENERAL BUSINESS CORPORATION ACT) OF
QUINT-BROWN & SPIVEY, INC.**

Pursuant to provisions of Section 607 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Quint-Brown & Spivey, inc.
2. The names and addresses of the officers of the corporation:

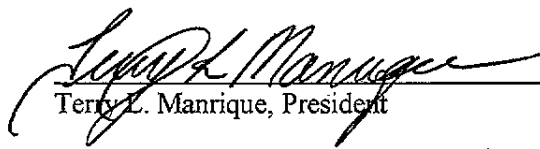
Terry L. Manrique	6403 Murray Hill Dr.	President/Secretary/ Treasurer
	Tampa, FL 33613	

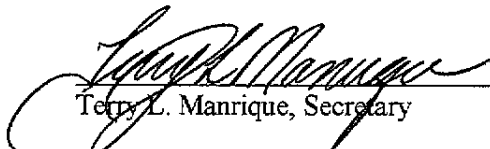
The name and address of the director of the corporation:

Terry L. Manrique	6403 Murray Hill Dr.
	Tampa, FL 33613

3. Adequate provision has been made for the payment of all of the debts, obligations and liabilities of the corporation.
4. All of the properties and assets of the corporation remaining after payment of all debts, obligations and liabilities of the corporation, have been distributed to the shareholders.
5. There are no actions pending against the corporation in any court.
6. The corporation elected to dissolve by act of the corporation, a resolution to dissolve having been duly adopted by the stockholders on November 5, 1997, a copy of such resolution is attached to these articles.

DATED: November 5, 1997


Terry L. Manrique, President


Terry L. Manrique, Secretary

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TALLAHASSEE, FLORIDA

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

OF

QUINT-BROWN & SPIVEY, INC.

This Plan of Complete Liquidation and Dissolution (the "Plan") is for the purpose of effecting the complete liquidation and dissolution of Quint-Brown & Spivey, Inc. (the "Company") through the sale of substantially all of its assets followed by the distribution of the proceeds thereof and the remaining assets of the Company to the shareholders in complete liquidation. The liquidation shall be accomplished as follows:

(1) This Plan shall be considered adopted when it has been approved by the Company's board of directors and shareholders.

(2) After the Plan has been adopted, the proper officers of the Company are authorized and directed to sell or otherwise liquidate any and all of the Company's assets which in their judgment should be sold or liquidated.

(3) Within 30 days after the adoption of the Plan, the Company shall file United States Treasury Department Form 966 with the Internal Revenue Service Center, Atlanta, Georgia.

(4) After the Plan has been adopted and approved, the Company's assets sold, and the Company's debts paid or provided for, the remaining assets of the Company shall be distributed to its shareholders. The distributions shall be made in the manner and on the terms that are best suited to the needs of the Company and its shareholders, but in no event later than the termination of a 12-month period commencing with the date of the shareholder approval of the Plan.


(5) As soon as practicable after the distribution of all the Company's assets to the shareholders in complete liquidation, the Company shall file Articles of Dissolution with the Florida Secretary of State pursuant to the provisions of the Florida General Corporation Act.


(6) The officers and directors of the Company are authorized and directed to adopt any subsequent resolutions to effectuate the intent of the Company and its shareholders to liquidate the Company in accordance with the Plan and to execute and file on behalf of the Company all documents that they may deem necessary or advisable to carry out the purposes and intentions of the Plan, including, but not limited to, Articles of Dissolution and tax returns and reports required by the State of Florida and the United States.

(7) The officers and directors of the Company are authorized and directed to do any and all other things in the name of the Company and on its behalf which they deem advisable in order to carry out the purposes and intentions of the Plan; and such officers and directors shall be held harmless by the Company for any action taken by them in good faith, and any expense or liability incurred by them shall be that of the Company.


IN WITNESS WHEREOF, the president and secretary of the Company have executed this Plan of Complete Liquidation and Dissolution this 5th day of November, 1997.

QUINT-BROWN & SPIVEY, INC.

By: 
TERRY L. MANRIQUE

By: 
TERRY L. MANRIQUE

We, the undersign, hereby certify that the foregoing is a true and correct copy of the Plan of Complete Liquidation and Dissolution of Quint-Brown & Spivey, Inc. duly adopted at the joint meeting of shareholders and directors of the corporation on November 5, 1997.

By: 
TERRY L. MANRIQUE

By: 
PEARL B. MANRIQUE