

*Law Offices
of
Hamden H. Baskin, III, P.A.*

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November 17, 1998

275984

State of Florida
Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301

200002694062--5
-11/23/98--01115--013
*****43.75 *****43.75

RE: Filing of Articles of Dissolution
Pixie Playmates, Inc.

Dear Corporate Division:

I enclose herewith Articles of Dissolution for Pixie Playmates, Inc., a Florida corporation (together with a copy of the corporate resolution attached) and ask that they be immediately processed for filing. We have enclosed our firm's check in the amount of \$43.75, representing the filing fee for the Articles of Dissolution, as well as an additional fee for return of a certified copy of same.

If there is anything else necessary to process the Dissolution, please advise and with the kindest of personal regards, I remain

Sincerely yours,

Handwritten signature of Hamden H. Baskin, III
Handwritten notes: Diss, 12-3-98, 045

Hamden H. Baskin, III
Attorney at Law

HHBIII:dlw

Enclosures: as stated


FILED
98 NOV 23 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


**ARTICLES OF DISSOLUTION OF
PIXIE PLAYMATES, INC.**

These Articles of Dissolution are made this 31st day of October, 1998, by JEFFREY A. LOPATIN, Sole Shareholder and Sole Director of PIXIE PLAYMATES, INC., a Florida corporation, pursuant to Written Action of Board of Directors and Shareholders previously made authorizing the execution of these Articles, viz:

1. Name of the Corporation: PIXIE PLAYMATES, INC., a Florida corporation.
2. The Date the Dissolution was authorized: October 31, 1998.
3. Statement regarding approval: These Articles were approved by JEFFREY A. LOPATIN, Sole Shareholder and Sole Director, whose address is: c/o Hamden H. Baskin, III, Esq., 516 N. Ft. Harrison Avenue, Clearwater, FL 33755.
4. That JEFFREY A. LOPATIN, as Sole Shareholder and Sole Director, cast 100% of the outstanding shares for dissolution and, therefore, cast sufficient approval to effectuate the dissolution of this Company.
5. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made for them.
6. All of the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
7. There are no actions pending against the corporation in any court.
8. It is the intention of the Shareholder, JEFFREY A. LOPATIN, that this corporation is dissolved upon the effective date of its Articles.

ATTEST:


JEFFREY A. LOPATIN, Secretary



JEFFREY A. LOPATIN, Sole Shareholder and
Sole Director

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 31st day of October, 1998.

FILED
98 NOV 23 PM 1:25
CLERK OF STATE
TALLAHASSEE, FLORIDA

by, JEFFREY A. LOPATIN, who is personally known to me and who did not take an oath.



Notary Public

My Commission Expires:



HAMDEN H. BASKIN, III
MY COMMISSION # CC459210 EXPIRES
July 22, 1999
BONDED THRU TROY FAIR INSURANCE, INC.