



334171

ACCOUNT NO. : 072100000032

REFERENCE : 513706 80573A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 29, 1997

ORDER TIME : 10:08 AM

ORDER NO. : 513706-005

CUSTOMER NO: 80573A

900002281189--8

-08/29/97--01079--001

*****87.50 *****87.50

CUSTOMER: Edward A. Millis, Esq
Edward A. Millis, Pa
Suite 4
1414 West Granada Boulevard
Ormond Beach, FL 32174

DOMESTIC FILINGS

NAME: WRAPS, INC. OF FLORIDA

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS: _____

EFFECTIVE DATE
8/31/97

FILED
97 AUG 29 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/2

Vol. Diss.
C.C.
97 AUG 29 PM 4:39
DIVISION OF CORPORATION

ARTICLES OF DISSOLUTION

FILED

97 AUG 29 PM 4: 02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is:

WRAPS, INC. OF FLORIDA

2. The names and respective addresses of its officers are:

President

Edward M. Porter
955 Marie Circle
Ormond Beach, FL 32176

EFFECTIVE DATE
8-31-97

Vice President

Sue P. Babcock
11 Sovereign Lane
Ormond Beach, Florida 32176

Secretary and Treasurer

June L. Porter
955 Marie Circle
Ormond Beach, FL 32176

3. The names and respective addresses of its shareholders are:

Edward M. Porter

955 Marie Circle
Ormond Beach, FL 32176

Sue P. Babcock

11 Sovereign Lane
Ormond Beach, Florida 32176

June L. Porter

955 Marie Circle
Ormond Beach, FL 32176

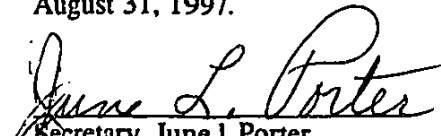
4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.

5. All the remaining property and assets of the corporation have been or will be 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 of the shareholders to dissolve is attached. Such written consent has been signed by all shareholders of the corporation.

8. The effective date of these Articles of Dissolution shall be as of the close of business on August 31, 1997.



Secretary, June L. Porter


President, Edward M. Porter

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me personally appeared EDWARD M. PORTER, as President of WRAPS, INC. OF FLORIDA, who produced a driver's license as identification and acknowledged before me that he executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on July 1, 1997.


Notary Public, State of Florida
My commission expires:



EDWARD A. MILLIS
My Commission CC385773
Expires Jun. 21, 1998
Bonded by HAI
800-422-1555

**CONSENT OF SHAREHOLDERS TO
THE VOLUNTARY DISSOLUTION OF
WRAPS, INC. OF FLORIDA**

The undersigned, being the shareholders of WRAPS, INC. OF FLORIDA, a corporation created and existing under and by virtue of the laws of the State of Florida, deeming it advisable and for the best interest of said corporation and its shareholders that the same should be dissolved, hereby consent to the dissolution of said corporation, as provided for by the general corporation laws of the State of Florida and do sign this consent to the end that it may be filed in the office of the Secretary of State of the State of Florida as provided by law.

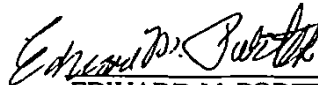
WITNESS my hand July 1, 1997.

SHAREHOLDERS

**PERCENTAGE OF OUTSTANDING
STOCK OWNED**

Edward M. Porter
Sue P. Babcock
June L. Porter

95.4%
2.3%
2.3%



EDWARD M. PORTER



JUNE L. PORTER



SUE P. BABCOCK

Sworn and subscribed before me by
EDWARD M. PORTER, JUNE
L. PORTER and SUE P. BABCOCK,
who produced drivers' licenses
as proof of identification this 1st day of July,
1997.



Notary Public, State of Florida
My commission expires:



EDWARD A. MILLIS
My Commission CC388773
Expires Jun. 21, 1998
Bonded by HAI
800-422-1555