

348759
HARTER, SECREST & EMERY LLP
ATTORNEYS AT LAW

6719 Winkler Road, Suite 121
Fort Myers, Florida 33919-7200
941-489-1774

700 Midtown Tower
Rochester, New York 14604-2070
716-232-6500

One Marine Midland Center, Suite 3550
Buffalo, New York 14203-2884
716-853-1616

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

800 LAUREL OAK DRIVE, SUITE 400
NAPLES, FLORIDA 34108-2738
941-598-4444
Fax 941-598-2781

431 East Fayette Street
Syracuse, New York 13202-1919
315-474-4000

111 Washington Avenue, Suite 206
Albany, New York 12210-2206
518-434-4377

December 22, 1998

UPS NEXT DAY DELIVERY

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
12/31/98

FILED
98 DEC 29 AM 7:24
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

300002725103--9
-12/23/98--01066--002
*****35.00 *****35.00

Re: HOLTZMAN ENTERPRIZES, INC.


Gentlemen:

Enclosed please find the original and one copy of Articles of Amendment for the above, along with a check in the amount of \$35.00, to cover the filing fee.

When filed, please return the filing receipt and a stamped copy to the undersigned.

Thank you for your assistance.

Very truly yours,


Dennis J. Lumsden

VOID IS
1/10/99

EFFECTIVE DATE
12-31-98

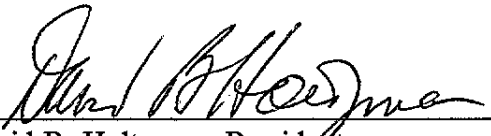
ARTICLES OF DISSOLUTION
-of-
HOLTZMAN ENTERPRIZES, INC.

FILED
98 DEC 29 AM 7:24
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

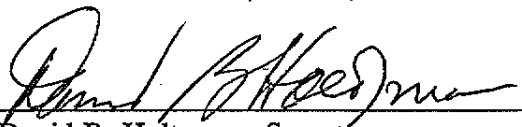
The undersigned, being the President and Secretary of **HOLTZMAN ENTERPRIZES, INC.**, hereby certify that:

1. The name of the Corporation is **HOLTZMAN ENTERPRIZES, INC.**
2. The manner in which these Articles of Dissolution was authorized, was by the Written Consent of the holders of all of the issued and outstanding voting shares of the Corporation, effective December 23, 1998, pursuant to Section 607.1402(6) and 607.0704 of the Florida Business Corporation Act.
3. **HOLTZMAN ENTERPRIZES, INC.** is dissolved, effective December 31, 1998, as authorized by Section 607.1403 and 607.0123(2) of the Florida Business Corporation Act.

IN WITNESS WHEREOF, we have executed these **ARTICLES OF DISSOLUTION** this 23rd day of December, 1998.




David B. Holtzman, President



David B. Holtzman, Secretary

APPROVAL BY PRESENT COMMON SHAREHOLDER

The undersigned is the holder of all of the issued and outstanding shares of Common Stock of **HOLTZMAN ENTERPRIZES, INC.**, and he is executing the foregoing Certificate to evidence his approval of the Dissolution of the Corporation, and the filing of this Certificate of Dissolution, pursuant to Section 607.1403 of the Florida Business Corporation Act. This approval is effective December 23, 1998.



David B. Holtzman, Sole Shareholder