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WARREN D. HAYES, SR.  
GENE D. LIPSCHER  
STUART J. HAFT  
KENNETH T. LETSCH

May 29, 1998

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

Re: Alba Management Corp.

000002542460--7  
-06/01/98--01083--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Ladies and Gentlemen:

You will find enclosed the Articles of Dissolution of Alba Management Corp. signed this date by the sole shareholder and sole director of the above corporation, together with a Written Action of the Sole Shareholder and Director authorizing this action and adopting a resolution dissolving the corporation and distributing the assets, after payment of debts, obligations and liabilities to the sole shareholder.

Enclosed also is our firm's check to the order of Secretary of State in the amount of \$35.00 in payment of your fee.

Enclosed also is a stamped, self-addressed envelope for your receipt of the fee and acknowledgment that the corporation is being dissolved.

Sincerely yours,

*Harold G. Maass*  
HAROLD G. MAASS

HGM:cjh  
Enclosures

98 JUN - 1 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

383734  
FL(1)ISS  
HPD  
6-1-98

ARTICLES OF DISSOLUTION  
OF  
ALBA MANAGEMENT CORP.  
PURSUANT TO §607.1402 OF  
THE FLORIDA GENERAL BUSINESS CORPORATION ACT

To: Department of State  
Tallahassee, Florida 32304

Pursuant to the provisions of Section 607.1402 of the Florida General Corporation Act, Alba Management Corp. (the "Corporation") adopts the following articles of dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is Alba Management Corp.
2. The names and respective address of the officers of the Corporation are as follows:

<u>Name</u>	<u>Officer</u>	<u>Address</u>
Alan L. Shulman	President/Secretary/ Treasurer	377 N. Lake Way Palm Beach, FL 33480

3. The names and addresses of the directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Alan L. Shulman	377 N. Lake Way Palm Beach, Florida 33480

4. All liabilities and obligations of the Corporation have been paid, discharged or adequate reserves have been established therefor.

5. All the property and assets of the Corporation remaining after the payment of all debts, obligations, and liabilities of the Corporation, have been distributed to the shareholder in accordance with his rights and interests.

6. There are no actions pending against the Corporation in any court.

7. The Corporation elected to dissolve by unanimous written consent of its directors and

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
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shareholders, and such written consent has been evidenced by the signature of the sole director and sole shareholder of the Corporation. A copy of such written consent is attached to these articles.

Dated: May 29, 1998.

ALBA MANAGEMENT CORP.

By: 

Alan L. Shulman, Sole  
Director and Sole Shareholder

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

WRITTEN ACTION OF THE SOLE SHAREHOLDER AND DIRECTOR  
OF  
ALBA MANAGEMENT CORP.

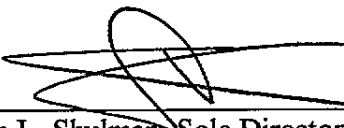
The undersigned, being all of the Shareholders and Directors of ALBA MANAGEMENT CORP., a Florida corporation ("Corporation"), hereby take the following written action as of May 29, 1998, in lieu of holding a meeting regarding same, all pursuant to the terms of §§607.0704 and 607.0821 Florida Statutes:

RESOLVED, that the Board of Directors hereby recommends to the Shareholders that the Corporation be dissolved and the Shareholders hereby adopt such recommendation to dissolve the Corporation as of May 29, 1998.

FURTHER RESOLVED, that the Corporation shall take the necessary steps to dissolve as of May 29, 1998, and shall distribute all of the property and assets of the Corporation, which remain after payment of all its debts, obligations and liabilities, to Alan L. Shulman, the corporation's sole shareholder.

FURTHER RESOLVED, that the officers and directors of the Corporation are hereby authorized and directed to take any and all action necessary to effectuate the foregoing resolution.

DATED: May 29, 1998.

  
\_\_\_\_\_  
Alan L. Shulman, Sole Director and Sole  
Shareholder