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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: TARLETON, INC.

AUDIT NUMBER.....H97000021456

DOC TYPE.....DISSOLUTION

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DIVISION OF CORPORATIONS

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TARLETON, INC.

ARTICLES OF DISSOLUTION

KNOW ALL MEN BY THESE PRESENTS THAT the undersigned, being the President and Secretary, respectively, of TARLETON, INC., being duly sworn according to law hereby states and affirms the following:

1. The name of the Corporation is TARLETON, INC.
2. The names and respective addresses of its officers are as follows:

<u>Officer</u>	<u>Name and Address</u>
President	Eric Jacobs 13594 S.W. 58th Avenue Miami, Florida 33156
V. President	Mollie Jacobs 9100 W. Bay Harbor Drive Apt. 11D - E Bay Harbor, FL 33154
Secretary	Eric Jacobs 13594 S.W. 58th Avenue Miami, Florida 33156

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3. The names and respective addresses of its directors are as follows:

<u>Name</u>	<u>Address</u>
Eric Jacobs	13594 S.W. 58th Avenue Miami, Florida 33156
Mollie Jacobs	9100 W. Bay Harbor Drive Apt. 11D - E Bay Harbor, FL 33154

4. All liabilities and obligations of the Corporation have been paid or discharged including but not limited to (a) the filing of all Federal and Florida Income Tax Returns, Florida Intangible Tax Returns, and all other similar returns and reports heretofore required, and (b) the payment of all taxes due.

This instrument prepared by: Paul M. Cummings, Esq.
Weiner, Cummings & Vittoria
1428 Brickell Avenue
Suite 400
Miami, Florida 33131
FB No. 161271
(305) 371-7600

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5. All remaining property and assets of the Corporation have been distributed to its Sole Shareholder in accordance with his respective rights and interests.

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

7. The Corporation elected to dissolve by Written Consent of all Shareholders and Directors, and a copy of such Consent, effective December 26, 1997, is attached hereto and made a part hereof as Exhibit A.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Dissolution to be duly executed and the corporation seal hereunto affixed this 31 day of December, 1997.

TARLETON, INC.

By: Eric M. Jacobs
ERIC JACOBS, President

Attest: Mollie Jacobs
MOLLIE JACOBS, V. President

(CORPORATE SEAL)

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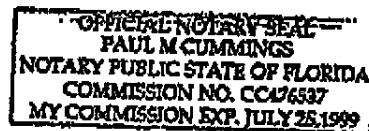
STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ERIC JACOBS as President of TARLETON, INC., who, upon being first duly sworn, acknowledged that they executed the foregoing document freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 31 day of December, 1997.

Paul Cummings
NOTARY PUBLIC



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TARLETON, INC.

JOINT ACTION OF BOARD OF DIRECTORS AND SHAREHOLDERS

The undersigned, being all of the Directors and the Shareholders holding a majority of the shares of stock of TARLETON, INC., a Florida corporation, without the formality of convening a special meeting of either the Directors or Shareholders, hereby unanimously consent to the following action in accordance with the Florida General Corporation Act:

RESOLVED THAT:

1. In the judgment of the undersigned, it is deemed most advisable and for the benefit of the Corporation or it to be liquidated and dissolved on the terms and conditions herein set forth.

2. The plan of complete liquidation and dissolution of the Corporation be, and the same hereby is, adopted and approved in accordance with the following:

(a) After the date hereof, the Corporation shall not engage in any business activities except for the purpose of preserving the value of its assets, adjusting and winding up its business and affairs and distributing its assets in accordance with this plan.

(b) In connection with the said adjusting and winding up of business and affairs of the Corporation, the proper officers of the Corporation are authorized, empowered and directed to sell all corporate assets and properties, of every kind and description, for such consideration and upon such terms and conditions as may be determined to be in the best interests of the Corporation and its shareholders. Thereafter, the Corporation shall satisfy and discharge any and all liabilities and obligations of the Corporation, and to the extent that

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there are any unascertained or contingent liabilities and expenses the Corporation shall cause a reasonable amount of cash to be set aside and held by the Directors of the Corporation as liquidating Trustees for the purpose of paying in full any and all such ascertained or contingent liabilities and expenses.

(c) Any and all net remaining assets cash or notes, of the Corporation, shall be distributed to the shareholders of the Corporation, pro rata in accordance with the respective number of shares held, in consideration and exchange for the surrender by all shareholders of all of their stock of the Corporation for cancellation.

(d) The Directors and Officers of the Corporation shall take no action whatsoever which is or which can be construed to be inconsistent with the status of liquidation and such status shall be continued until the date of final dissolution of the Corporation and distribution of all assets thereof

(e) The Directors and Officers then in office shall continue in office solely for the purpose of effecting and completing the said plan of complete liquidation and dissolution of the Corporation.

(f) This plan shall be a plan of complete liquidation under applicable statutes of the Internal Revenue Code of 1986, as amended, and the Directors and officers of the Corporation shall carry out and consummate such plan in accordance with said section and any and all regulations, rulings and decisions in connection therewith.

(g) The Directors and Officers of the Corporation shall carry out and consummate such plan of complete liquidation and dissolution of the Corporation and shall have the power to adopt all resolutions, execute all documents, file all papers, and take all other

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actions which they may deem necessary or advisable for the purpose of effecting the foregoing resolutions, the dissolution of the Corporation, and the complete liquidation of business assets and affairs of the Corporation, but nothing herein contained shall be construed to permit the Directors or officers to take any action which would be inconsistent with the provisions of the Internal Revenue Code of 1986, as amended, or the regulations thereunder.


(h) In accordance with the provisions of the Internal Code of 1986, as amended, it is hereby agreed and determined that all of the foregoing activities shall be completed and effected on or before December 31, 1997.

(i) The proper Officers of the Corporation are further hereby authorized, empowered, and directed to cause the execution and filing of all federal and state income tax returns and reports required under all applicable law.

3. Upon payment and satisfaction of all liabilities and obligations of the Corporation, upon distribution of all net assets thereof, and upon the filing of any and all federal and state income tax and other reports required under applicable law, the proper officers of the Corporation shall file a Certificate of Dissolution with the State of Florida in the manner provided by law.

Effective Date: December 26, 1997


ERIC JACOBS
Director and Shareholder


MOLLIE JACOBS
Director and Shareholder


RICHARD JACOBS
Shareholder

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TARLETON, INC.

CERTIFICATE OF SECRETARY

KNOW ALL MEN BY THESE PRESENTS THAT the undersigned, ERIC JACOBS, Secretary of TARLETON, INC., hereby certifies that attached hereto is a true and correct copy of Corporate Resolutions of TARLETON, INC., a Florida corporation adopting a plan of complete liquidation and dissolution under applicable statutes of the Internal Revenue Code of 1986, as amended, and that said Resolutions remain in full force and effect without change or amendment.

IN WITNESS WHEREOF, the undersigned has caused this Certification to be duly executed and the Corporate Seal of TARLETON, INC. hereunto affixed, effective as of the 26th day of December, 1997.

TARLETON, INC.

By: Eric M. Jacobs
ERIC JACOBS, Secretary

(Corporate Seal)

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