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PLEASE REPLY TO:

Hollywood

FILE NO.:

TMI2-0001

October 19, 1998

445332

Secretary of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, FL 32309

Re: Teddy's Mart, Inc.

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Dissolution for Teddy's Mart, Inc., together with a check in the amount of \$43.75. Please file the Articles of Dissolution and return a certified copy to me as soon as the filing has been accomplished.

Very truly yours,

Reuben M. Schneider

Reuben M. Schneider

RMS:jah\327051
Enclosures

*Dis 10-27-98
5 p.m. Judy Hoodman
about effective date 10-27-98
DHS*

700002670537--9
-10/22/98--01094--013
*****43.75 *****43.75

93 OCT 22 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLES OF DISSOLUTION

OF

TEDDY'S MART, INC.

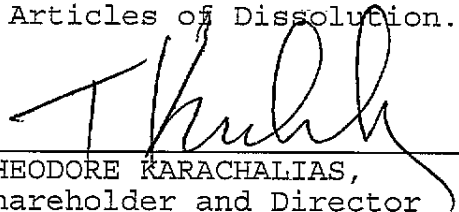
1. The name of this corporation is TEDDY'S MART, INC., a Florida corporation.

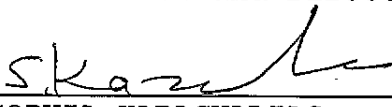
2. The date the corporation is authorized to be dissolved is the first day of October, 1998. ~~the~~ effective date of dissolution at which time all business of the corporation shall terminate is October 22, 1998.


3. All of the shareholders of the corporation have approved the dissolution and sufficient votes were cast for dissolution.

The undersigned, being all the directors and shareholders of this corporation have executed these Articles of Dissolution.

Dated: 10/1/98


THEODORE KARACHALIAS,
Shareholder and Director


SOPHIA KARACHALIAS,
Shareholder and Director


THEODOROS KARACHALIAS,
Shareholder and Director

\319391

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT 22 PM 12:58

APPROVED
AND
FILED

JOINT CORPORATION ACTION
BY THE DIRECTORS AND SHAREHOLDERS OF
TEDDY'S MART, INC.

The Directors and Shareholders of TEDDY'S MART, INC., a corporation organized and existing under the laws of the State of Florida do hereby agree, consent to, adopt and order the following corporate action:

first 1. The action contained herein shall be effective as of the day of October, 1998.

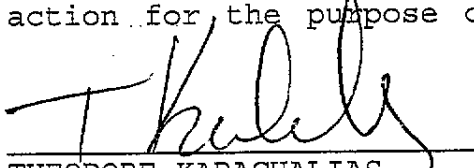
2. The Directors and Shareholders do hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirement that notice of such meeting be given.

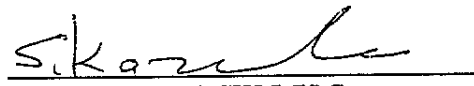
3. The Directors and Shareholders do hereby unanimously adopt the following resolution:

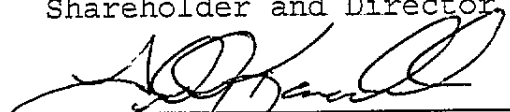
RESOLVED, that the Directors and Shareholders do hereby authorize the complete liquidation and dissolution of the Corporation.

FURTHER RESOLVED, that the Corporation hereby authorizes the officers to cease the business operations of the Corporation, except as necessary for the winding up of the Corporation and to execute any and all documents necessary to effectuate the liquidation and dissolution of the Corporation and transfer all assets to the Stockholders.

IN WITNESS WHEREOF, the undersigned Directors and Shareholders have executed this corporate action for the purpose of giving their consent thereto.


THEODORE KARACHALIAS,
Shareholder and Director


SOPHIA KARACHALIAS,
Shareholder and Director


THEODOROS KARACHALIAS,
Shareholder and Director