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Dye, Scott, Prather & Petruff, P. A.

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December 5, 1997

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*****35.00 *****35.00

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

Gentlemen:

With this letter I am sending Articles Of Dissolution for
Dye & Scott, P. A. I am also sending a check in the amount of
\$35.00 to pay the filing fee. Please file these Articles.

Sincerely yours,

Robert L. Scott

Robert L. Scott

/rls
encs.

FILED
97 DEC -8 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Diss
NFT 12-12-97

ARTICLES OF DISSOLUTION PURSUANT TO
SECTION 607.1403 OF THE FLORIDA BUSINESS CORPORATION ACT
OF DYE & SCOTT, P.A.

To: Department of State Date Paid
Tallahassee, Florida 32314 Filing Fee \$

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Dye & Scott, P.A.
2. The names and respective addresses of the officers of the corporation are as follows:

Name	Office	Address
Patricia A. Petruff	President	P. O. Box 9480 Bradenton, FL 34206
Robert L. Scott	Vice President	P. O. Box 9480 Bradenton, FL 34206
Stephen R. Dye	Secretary- Treasurer	P. O. Box 9480 Bradenton, FL 34206

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

Name	Address
Patricia A. Petruff	P.O. Box 9480, Bradenton, FL 34206
Robert L. Scott	P.O. Box 9480, Bradenton, FL 34206
Stephen R. Dye	P.O. Box 9480, Bradenton, FL 34206

4. Dissolution was authorized on November 24, 1997.
5. The dissolution was approved by all three of the shareholders and that number is sufficient for approval. Voting by groups was not required.
6. All liabilities and obligations of the corporation have been paid or discharged.
7. All the property and assets of the corporation remaining after the payment of all debts, obligations, and

liabilities of the corporation, have been distributed among its shareholders in accordance with their respective rights and interests.

8. There are no actions pending against the corporation in any court.

9. The corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has been signed by all shareholders of the corporation. A resolution to dissolve was adopted by the shareholders on November 24, 1997. A copy of the written consent is attached to these articles.

Dated: November 24, 1997.

DYE & SCOTT, P.A.

BY: Patricia A. Petrucci
Title President

Robert L. Scott
Title V-P

[Signature]
Title SEC/TREAS.

PLAN OF LIQUIDATION AND DISSOLUTION OF
DYE & SCOTT, P.A.

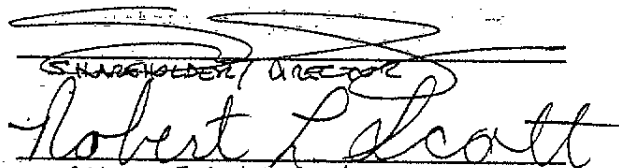
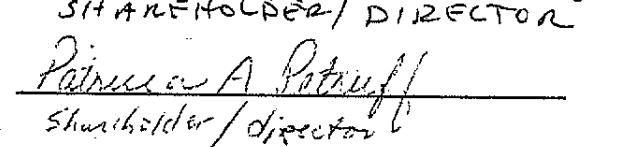
THE UNDERSIGNED, being all of the Shareholders and Directors of Dye & Scott, P.A., a Florida professional association (the "Professional Association"), do hereby consent to the adoption of the following Plan of Liquidation and Dissolution:

WHEREAS, in the judgment of the officers and directors of the Professional Association, the Professional Association should be liquidated and dissolved, effective this 24 day of November, 1997.

RESOLVED, that the proper officers be and they hereby are directed and authorized to file with the Secretary of State of the State of Florida a Certificate of Dissolution signed by the Shareholders of the Professional Association;

RESOLVED, that after providing for all the appropriate debts of the Professional Association, the remaining assets of the Professional Association of whatsoever kind and wheresoever situated be assigned to the Shareholders of the Professional Association in equal shares in complete cancellation and redemption of all of the issued and outstanding stock of the Professional Association;

RESOLVED, that the proper officers of the Professional Association be and they hereby are authorized and directed to pay all such fees and taxes and do or cause to be done such action things as they may deem necessary or proper in order to carry out this Plan of Liquidation and Dissolution of the Professional Association and to fully effectuate the purposes hereof.


SHAREHOLDER / DIRECTOR

SHAREHOLDER / DIRECTOR

Dated: November 24, 1997