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ARTHUR R. PULSKAMP

Attorney At Law

September 29, 1997

ATTN: AMENDMENT SECTION

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

Lighthouse Point Professional Building
2211 Northeast 36th Street, Suite 204
Lighthouse Point, Florida 33064
Telephone (954) 782-8340
Fax (954) 783-0926

**RE: DISSOLUTION OF ASSALY CORPORATION,
A FLORIDA CORPORATION**

Dear Sir/Madam:

700002307767--3
-09/30/97--01049--001
*****52.50 *****52.50

Enclosed are:

1. The original and one copy of the Articles of Dissolution.
2. My trust account check in the amount of \$52.50 in payment of the \$35.00 filing fee for the Articles of Dissolution and \$17.50 for two Certificates of Dissolution.

This corporation has not filed its 1997 Annual Report or paid its filing fee therefor so it is due for an administrative dissolution soon. However, we prefer to have a voluntary dissolution and we were informed by your office that we can voluntarily dissolve the corporation without paying this year's annual filing fee provided you receive the enclosed Articles of Dissolution by the end of September 1997.

I also am enclosing a return stamped envelope for the two Certificates of Dissolution.

Thank you.

Very truly yours,

Arthur R. Pulkamp

Arthur R. Pulkamp

FILED
97 SEP 30 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARP/evp

Enclosures

cc: Mr. Thomas C. Assaly (w/o enclosures)

Diss
LET

10-7-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ASSALY CORPORATION ARTICLES OF DISSOLUTION

ASSALY CORPORATION, a Florida corporation, executes the following articles of dissolution pursuant to section 607.1403 of the Florida Business Corporation Act:

FIRST: The name of the corporation is ASSALY CORPORATION (the "company").

SECOND: The shareholders of the company approved the dissolution of the company on September 26, 1997.

THIRD: The number of votes cast for dissolution by the owners of the common stock was sufficient for approval of that action. The number of votes cast for dissolution by the owners of the preferred stock was sufficient for approval of that action. There are no other voting groups.

EXECUTED: September 26, 1997.

ASSALY CORPORATION

By: TC Assaly
THOMAS C. ASSALY, President