



THE UNITED STATES
CORPORATION
COMPANY

620173

ACCOUNT NO. : 072100000032

REFERENCE : 654451 4334190

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 31, 1997

ORDER TIME : 11:17 AM

ORDER NO. : 654451-005

CUSTOMER NO: 4334190

CUSTOMER: Ms. Patty Davis
Mattlin & McClosky
Suite 400, East Tower
2300 Glades Road
Boca Raton, FL 33431

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-12/31/97-01052-001
*****35.00 *****35.00

DOMESTIC FILINGS

NAME: L.E.M. MANAGEMENT, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Mattlin & McClosky

FRED W. MATTLIN
GREGG W. McCLOSKEY
RONALD E. D'ANNA
STEVEN G. SCHWARTZ
MICHAEL J. IOANNOU
GORDON A. DIETERLE

LAW OFFICES
2300 GLADES ROAD
SUITE 400, EAST TOWER
BOCA RATON, FLORIDA 33431
TELEPHONE 561/368-9200
FACSIMILE 561/395-7050

TAMPA BAY OFFICE
PRESTIGE PLACE, SUITE 155
2600 McCORMICK DRIVE
CLEARWATER, FLORIDA 34619
TELEPHONE 813/797-7552
FACSIMILE 813/535-6765
REPLY TO: Boca Raton

GARY J. DRUCKER
LISA BISAGNI
DAVID J. PASCUZZI
EDWARD S. HAMMEL
GARY W. KOVACS

January 27, 1998

Ms. Louise Jackson
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

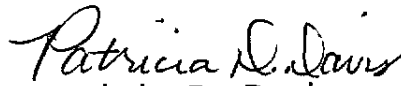
Re: L.E.M. Management, Inc.

Dear Ms. Jackson:

Pursuant to our telephone conference enclosed please find the original Unanimous Written Consent of Stockholders to Voluntary Dissolution of the above-captioned corporation. As we discussed, this document was not attached to the Articles of Dissolution which were filed on December 31, 1997.

Thank you for your assistance. I have enclosed a self-addressed stamped envelope for your convenience.

Sincerely,


Patricia D. Davis
Legal Assistant

PDD

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ARTICLES OF DISSOLUTION PURSUANT TO §607.1402(6)
OF THE FLORIDA GENERAL BUSINESS CORPORATION
ACT OF L.E.M. MANAGEMENT, INC.

TO: Department of State
Tallahassee, Florida 32304

Date Paid _____
Filing Fee \$ _____

Pursuant to the provisions of §607.1402(6), Florida
Statutes, the undersigned corporation adopts the following Articles
of Dissolution for the purpose of dissolving the corporation.

1. The name of the corporation is L.E.M. Management,
Inc., Charter Number 620173.

2. The names and respective addresses of the officers
of the corporation are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Ellen K. Miller	President	5 Wyeth Court Pleasantville, New York 10570
Mildred Levine	Secretary	16858 River Birch Circle Delray Beach, Florida 33445

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

<u>NAME</u>	<u>ADDRESS</u>
Lawrence I. Levine	Buck Route, Box 122, Hinton, West Virginia 25951
Michael F. Levine	R.D.3, Box 3550, Middlesex, Vermont 05602
Ellen K. Miller	5 Wyeth Court Pleasantville, New York 33181
Mildred Levine	16858 River Birch Circle Delray Beach, Florida 33445
Abner Levine	16858 River Birch Circle Delray Beach, Florida 33445

4. All debts, obligations and liabilities of the
corporation have been paid or discharged.

5. All of the property and assets of the corporation
remaining after the payment of all debts, obligations and liabili-

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TALLAHASSEE, FLORIDA

ties of the corporation, have been distributed among the stockholders in accordance with their respective rights and interests.

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

7. On December 30, 1997, the corporation elected to dissolve by unanimous written consent of the stockholders, and such written consent has been signed by all stockholders of the corporation, a copy of such written consent is attached to these articles.

DATED this 30th day of December, 1997.

L.E.M. MANAGEMENT, INC.

By: Mildred Levine
Mildred Levine, as Secretary

UNANIMOUS WRITTEN CONSENT OF STOCKHOLDERS
TO VOLUNTARY DISSOLUTION OF L.E.M. MANAGEMENT,
INC., A FLORIDA CORPORATION

WE, the undersigned, being all of the stockholders of L.E.M. Management, Inc., a Florida corporation, do hereby consent to the voluntary dissolution of such corporation and do authorize and direct the appropriate officers of the corporation to take all steps necessary or appropriate to carry out the intent of this resolution.

In assent to the above, each of the undersigned stockholders have signed his/her name and dated the signing opposite the number of shares of the corporation held by him/her of record on such date.

<u>DATE</u>	<u>SIGNATURE</u>	<u>NUMBER OF SHARES</u>
<u>12/30/97</u>	<u>Ellen K. Miller</u> Ellen K. Miller	25
<u>12/30/97</u>	<u>Michael F. Levine</u> Michael F. Levine	25
<u>12/30/97</u>	<u>Lawrence I. Levine</u> Lawrence I. Levine	25