LAW OFFICES

CHARLES E. PAOLI, JR.

PROFESSIONAL ASSOCIATION

600 HOME TOWER 1720 HARRISON STREET HOLLYWOOD, FLORIDA 33020

CHARLES E. PAGLI, JR.

'File #22729-L

December 23, 1998

TELEPHONE 925-0433 AREA CODE 954 FAX NO. 925-4033

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

Articles of Dissolution K.T.D. CORP., a Florida Corporation

Dear Sir/Madam:

Enclosed you will find fully executed and notarized Articles of Dissolution and Plan of Distribution which is being filed by the K.T. D. Corp., a Florida Corporation.

You will also find enclosed a Cashiers Check made payable to Florida Department of State in the amount of \$43.75 representing the filing fee and also to obtain a Certificate Under Seal evidencing the Dissolution of said corporation. Upon completion of this request, please forward the Certificate to this office.

Your courtesy and cooperation in this matter is greatly appreciated. Thank you.

Very truly yours

Charles CEP:mw

Enclosures

000002723170 -12/28/98--01068--012 *****43.75 *****43.75

OF K. T. D. CORP. a, Florida Corporation

98 DEC 28 AM II: 52
SECRETARY OF STATE
TALLAHASSEE. FLORIDA

The K.T.D. Corp., a corporation for profit, hereby files its Articles of Dissolution and states as follows:

The sole stockholder, Richard J. Hitchcock, died February

26, 1998 and his estate has been probated in the Circuit Court of

Broward County, Florida. Letters of Administration have been

issued to ADELINE Hitchcock, his surviving spouse on July 23,

1998.

The assets of **K.T.D. Corp.**, a Florida Corporation are to be distributed to the beneficiary of the sole stockholder to wit:

Adeline Hitchcock

Adeline Hitchcock, the Personal Representative for the Estate of Richard J. Hitchcock and the surviving Director declared at a meeting held on December 3, 1998 that there being no active members in the organization, the corporation shall be dissolved and the assets distributed pursuant to the Last Will and Testament of the Decedent, Richard J. Hitchcock.

The Director of the corporation serving as of December 3, 1998 is as follows:

Adeline Hitchcock, Surviving Spouse, Surviving Director and duly appointed Personal Representative for the Estate of Richard J. Hitchcock 5309 West Park Road Hollywood, Florida 33021

At said meeting it was unanimously resolved that K.T.D.

Corp., a Florida Corporation be dissolved and that a plan of distribution of the assets be created. A copy of said plan is attached hereto.

ACCEPTED: CONSENTED: CERTIFIED:

This 13th day of December, 1998.

BY:

ADELINE HITCHCOCK

Surviving Spouse and Personal Representative

of the Estate of Richard J. Hitchcock

PLAN OF DISTRIBUTION OF ASSETS OF K.T.D. CORP. a Florida Corporation PURSUANT TO ARTICLES OF DISSOLUTION

At a meeting of the Board of Directors of K.T.D. Corp., on December 3, 1998, there no longer being any active memberships in said corporation, the Board of Directors did resolve to dissolve the corporation and distribute its assets on hand as follows:

ASSETS ON HAND:

Securities

METHOD OF DISTRIBUTION

All securities be distributed to Adeline Hitchcock pursuant to the Last Will and Testament of Decedent, Richard J. Hitchcock.

The corporation has no obligations or liabilities and any and all debts have been paid in full.

There are no assets whatsoever held by the corporation required to be returned, transferred or conveyed to any person or organization.

All assets have been distributed pursuant to the above Plan of Distribution of Assets.

The undersigned hereby certify that the above Plan of Distribution of Assets has been complied with.

DATED: This /oth day of December, 1998.

By:

ADELINE HITCHCOCK, Surviving Spouse,

Surviving Direct and Personal Representative of the Estate of

Richard J. Hitchcock