The Fidelity Mutual Life Insurance Company

(IN REHABILITATION)

250 King of Prussia Road • Radnor, Pennsylvania 19087-5295

638282

March 20, 2001

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

RE: *Dissolution of F ML Miami, Inc.*

To Whom It May Concern:

In connection with the dissolution of the above-captioned corporation, please find enclosed Articles of Dissolution which have been executed by the President of the corporation. Also enclosed is our check in the amount of $35.00 (for your filing fee) made payable to Florida Department of State in connection with the dissolution. After the Articles of Dissolution have been approved and filed, please return a filed-stamped copy to my attention in the enclosed self-addressed envelope.

If you have any questions or require additional information, please feel free to contact me at (610) 964-7201.

Thank you in advance for your assistance in this matter.

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Very truly yours,

Diss
3-30-01
pks

Mary J. Beebe
Executive Legal Assistant

/mjb

Enclosures
p:/letters/DissFMLMiami

A member of The Fidelity Mutual Group

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: _____ FML Miami, Inc. _____

_____.

SECOND: The date dissolution was authorized: _March 20, 2001_____.

THIRD: Adoption of Dissolution (check one)

[X] Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

[ ] Dissolution was approved by vote of the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

"The number of votes cast for dissolution was sufficient for approval by _The Fidelity Mutual Life Ins. Co._ ."]
(voting group) (In Rehabilitation)

Signed this _20th_ day of _March_____, XXX 2001____.

Signature _____ Arthur W. Mullin _____
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Arthur W. Mullin
_____
(Typed or printed name)

President
_____
(Title)