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A PROFESSIONAL CORPORATION OF ATTORNEYS AT LAW

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April 29, 1997

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee Florida 32399
Attn: Ms. Annette Hogan

100002168071--4
-05/06/97--01107--021
*****87.50 *****87.50

Re: Jim Colbert, Inc., a Florida corporation
Articles of Dissolution

Dear Ms. Hogan:

Enclosed is an original and one (1) copy of the Articles of Dissolution ("Articles") for the above-named corporation to be filed in your office.

The following filing fees and copying costs are payable in connection with this filing:

Filing Fee/Articles	35.00
1 certified copy of Articles	52.50
1 filed-stamped copy of Articles (uncertified)	No charge
Total	\$ 87.50

Total

X:\CORP\FILE\COLBERT\JIM\FLASOS.LTR
DRAFT:01042997:PJL:PJL

Copy of Articles (uncertified)

4/30/97

[Signature]

[Signature]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Secretary of State
Page 2
April 29, 1997

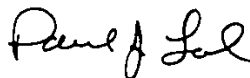
Enclosed herein please find our law firm check in the amount of \$87.50 to cover the filing fees for filing the Articles and for obtaining one (1) certified copy thereof.

We would request that you process this filing as soon as practicably possible. Your assistance in this regard would be certainly appreciated.

Upon filing the Articles, please return to us the above-requested copies via the enclosed preaddressed envelope which has been furnished for your convenience. Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact us by telephone at (702) 388-8600.

Very truly yours,

DICKERSON, DICKERSON, CONSUL
& POCKER



Paul J. Lal

PJL:pjl
Enclosures

ARTICLES OF DISSOLUTION
OF

JIM COLBERT, INC.,
a Florida corporation

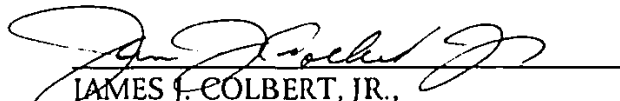
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in compliance with the provisions of Section 607.1403 of the Florida Business Corporation Act (the "Act") does hereby certify as follows:

1. That he is the President of Jim Colbert, Inc., a Florida Corporation (the "Company").
2. Pursuant to Section 607.0704 of the Act, written notice of a special meeting to the sole shareholder of the Company was dispensed with, and a Written Consent of the Sole Shareholder of the Company was obtained on April 28, 1997, approving and adopting the following resolution:

"NOW, THEREFORE, BE IT RESOLVED, that the Company be dissolved for purpose of reorganizing in the State of Nevada as a Nevada corporation pursuant to Section 368 (a)(1)(F) of the Internal Revenue Code of 1986, as amended".
3. The dissolution was authorized on April 28, 1997, and the number of shares cast for dissolution was sufficient for approval.
4. Pursuant to Section 607.0123 of the Act, the effective date and time of these Articles of Dissolution is 11:59 p.m., Eastern Standard/Daylight Time, April 30, 1997.
5. The undersigned is authorized to execute these Articles of Dissolution.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution as of the 28th day of April, 1997.


JAMES J. COLBERT, JR.,
President