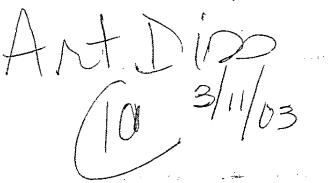
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03/04/03--01019--008 **35.00

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03/04/03--01019--003 **8.75

03/03/03-01086--009 **8.75

03 MAR -4 PM 4: OC SECRETARY OF STATI

Victor Frankel, Inc. 1200 Clint Moore Road, Suite 15 Boca Raton, FL 33487

Tel. (561) -994-6443

February 28, 2003

Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

ENCLOSURE: (A) Form 311 - Articles of Dissolution
Dissolution Profit Corporation

- (B) Check No. 1217 in the amount of \$35.00
- (C) Check No. 1218 in the amount of \$8.75

Gentlemen:

Enclosure (A) has been completed in accordance with Section 617.1403 of Florida Statutes for the dissolution of a Florida Profit Corporation.

Enclosure (B), payable to the Florida Department of State, in the amount of \$35.00 covers the filing fee for the dissolution of the corporation.

Enclosure (C), payable to the Florida Department of State, in the amount of \$8.75, covers the fee for the certified copy of the dissolution to be forwarded to the above address.

Thank you for your prompt attention to this matter.

Very truly yours,

Nuria Frankel, Corporate

Secretary

NF:fw Enclosures

ARTICLES OF DISSOLUTION

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

FIRST:	The name of the corporation is: Victor Frankel, Inc.
SECOND:	The date dissolution was authorized: December 31,2002
THIRD:	Adoption of Dissolution (CHECK ONE)
Dis:	solution was approved by the shareholders. The number of votes cast for dissolution sufficient for approval,
Disa	solution was approved by vote of the shareholders through voting groups.
	The following statement must be separately provided for each voting group stitled to vote separately on the plan to dissolve:
The	number of votes cast for dissolution was sufficient for approval by
	(voting group)
Sig	ned this 318+ day of December , 2002
Signature _	(By the Chairman or Vice Chairman of the Board, President, or other officer)
	Nuria Frankel
	(Typed or printed name)
	Director/President/Secretary
	(Titie) PH II.
AT 2/25/2003 18:	17:17 AM (Eastern Standard Time) - SVR:FAXSERVERHA - Disig: 7707 - Eastern Standard Time) - SVR:FAXSERVERHA - Disig: 7707 - Eastern Standard Time)