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LAW OFFICES

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December 28, 2000

Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

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*****35.00 *****35.00

RE: ROVENGER & KRAKOWER, P.A.

Dear Sir/Madam:

Enclosed please find the following documents for filing:

1. Florida Articles of Dissolution of Rovenger & Krakower, P.A.
2. Directors' Resolution Authorizing Liquidation & Distribution
3. Resolution Adopting Plan of Liquidation

We have also enclosed the filing fee of \$35.00.

If there are any problems with the enclosed, please contact my office.

Thank you for your anticipated cooperation.

Sincerely,



EVAN R. KRAKOWER
ERK/ml
enclosures

EFFECTIVE DATE
12/31/00

FILED
00 DEC 29 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Diss.

S. PAYNE JAN 9 - 2001

FILED

00 DEC 29 PM 12:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA
ARTICLES OF DISSOLUTION
OF
ROVEMBER & KRAKOWER, P.A.

EFFECTIVE DATE
12/31/00

Pursuant to Section 607.1403 of the Florida Statutes, the undersigned Corporation adopts these Articles of Dissolution.

FIRST: The name of the Corporation is Rovember & Krakower, P.A.

SECOND: The dissolution was authorized by the Agreement Regarding Winding up of Corporate Operations.

THIRD: The dissolution was approved by the shareholders. The number of votes cast in favor of the dissolution was unanimous, which was sufficient for approval pursuant to law.

FOURTH: These articles of dissolution will take effect on December 31, 2000 at 12:00 PM.

Dated: December 26, 2000.

ROVEMBER & KRAKOWER, P.A.

By: 
Scott E. Rovember/Pres.

By: 
Evan R. Krakower/Vice Pres.

DIRECTORS' RESOLUTION AUTHORIZING LIQUIDATION AND DISTRIBUTION

WHEREAS, the shareholders of Rovenger & Krakower, P.A. adopted an Agreement Regarding Winding up of Corporate Operations on June 23, 2000, and authorized the directors to dissolve and liquidate the Corporation;

WHEREAS, the Corporation was dissolved pursuant to this agreement on December 31, 2000.

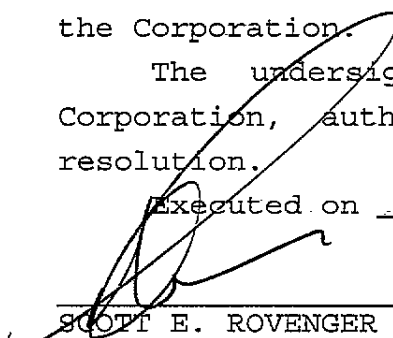
RESOLVED, that this Board authorizes and directs the President or Shareholders of the Corporation to take all actions necessary to wind up and liquidate business and affairs of the corporation, including the leasing, sale, conveyance, or assignment of any or all of the Corporation's assets, and to execute any documents or instruments necessary and incident to the winding up and liquidation of the Corporation, including any reports, tax returns, certificates, and affidavits required by any federal, state, or local government, including the Internal Revenue Service, in connection with or by reason of the Corporation's liquidation.

RESOLVED FURTHER, that this Board authorizes and directs the President or Shareholders to distribute the assets of the Corporation in accordance with the terms and on the conditions set forth on the plan of liquidation/Agreement that was adopted by the Board on June 23, 2000.


RESOLVED FURTHER, that the President or Shareholders of the Corporation is authorized and directed to file all documents required by law to be filed on order to effect the dissolution of the Corporation.

The undersigned, being all of the directors of the Corporation, authorized, by their signatures, the foregoing resolution.

Executed on December 26, 2000, at Sunrise, Florida



SCOTT E. ROVENDER



EVAN R. KRAKOWER

RESOLUTION ADOPTING PLAN OF LIQUIDATION

WHEREAS, the Corporation is being dissolved pursuant to an Agreement Regarding Winding up of Corporate Operations adopted by its shareholders on June 23, 2000;

WHEREAS, the Board of Directors must adopt a plan of liquidation of the assets of the Corporation;

WHEREAS, a proposed plan of liquidation and distribution of assets has been presented to and considered by this Board encompassed with the Agreement Regarding Winding up of Corporate Operations; and


WHEREAS, this Board has determined that it is on the best interests of the Corporation and of its shareholders that the proposed plan be approved by this Board.

RESOLVED, that the proposed plan of liquidation by the above referenced Agreement, a copy of which is attached to this resolution, is approved

The undersigned, being all of the directors of the Corporation, authorize, by their signatures, the foregoing resolution.

Executed on 12/26, at Broward, Florida.


SCOTT E. ROVENDER


EVAN R. KRAKOWER