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December 1, 1998

PLEASE REPLY TO:
POST OFFICE BOX 838
TAMPA, FLORIDA 33601-0838

VIA OVERNIGHT DELIVERY

Florida Department of State
Sandra B. Mortham
Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee 32399

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Re: Quality Vision, Inc.
Our File No: 1347-6245

Dear Madam Secretary:

Our firm represents Quality Vision, Inc. Our client has requested that we dissolve the corporation. Accordingly, enclosed are an original Unanimous Consent of Shareholders and Directors of Quality Vision, Inc. to Corporate Dissolution as well as an original Articles of Dissolution of Quality Vision, Inc. We enclose our firm check in the amount of \$43.75 representing the \$35.00 dissolution fee for the corporation as well as an additional \$8.75 fee for a Certificate of Status for Quality Vision, Inc. after the dissolution has been accomplished. Should you require anything further before processing this request, please contact my office.

Sincerely,

LAU, LANE, PIEPER, CONLEY
& MCCREADIE, P.A.

Charles C. Lane

CCL/slw
Enclosures
cc: Matthew Schoenig (w/enc,)

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION OF QUALITY VISION, INC.

Pursuant to Section 607.1403, Florida Statutes, and authorization by unanimous consent of the shareholders of Quality Vision, Inc., Matthew Schoenig, the undersigned President of Quality Vision, Inc., hereby submits these Articles of Dissolution to the Florida Department of State.

Name of Corporation:	Quality Vision, Inc.
Date Dissolution Authorized:	November 1, 1998
Method of Dissolution:	The Dissolution of Quality Vision, Inc., was approved by unanimous consent of the shareholders of Quality Vision, Inc.
Effective Date of Dissolution:	November 1, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Matthew Schoenig, President of
Quality Vision, Inc.

**UNANIMOUS CONSENT OF SHAREHOLDERS AND DIRECTORS
OF QUALITY VISION, INC. TO CORPORATE DISSOLUTION**

The undersigned, being all of the shareholders and directors of Quality Vision, Inc., as of November 1, 1998, hereby unanimously consent to the dissolution of Quality Vision, Inc. pursuant to Sections 607.1402 and 607.0704, Florida Statutes.

The undersigned shareholders and directors unanimously direct the corporation's officers to settle the corporation's equity by liquidating all corporate assets, paying or making provision for the payment of all corporate liabilities, distributing any remaining cash or equity among the corporation's shareholders according to their interests, and doing every other act necessary to wind up and liquidate the corporation's business and affairs.

The undersigned shareholders and directors unanimously direct their President, Matthew Schoenig, to file Articles of Dissolution with the Florida Department of State in the form attached to this unanimous consent.

Dated November 1, 1998.


Matthew Schoenig,
Sole Shareholder and Director