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CARLOS & WILLIARD, P.A.
ATTORNEYS AT LAW

THOMAS P. CARLOS
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March 31, 1998

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

600002476716--6
-04/02/98--01058--004
*****87.50 *****87.50

Re: Carlos & Abbott, P.A.

Gentlemen:

Enclosed please find Articles of Dissolution and a Statement of Intent to Dissolve the above captioned corporation. Please file these documents and advise. A check for \$87.50 is also enclosed to cover the cost of dissolution.

Sincerely yours,



THOMAS P. CARLOS

/ddb
Enc.

98 APR -2 AM 7:49

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Diss.

4-6-98
CC

ARTICLES OF DISSOLUTION
OF
CARLOS & ABBOTT, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -2 AM 7:49

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is CARLOS & ABBOTT, P.A.
2. Dissolution was authorized on January 14, 1998.
3. The number of shares cast by each of the shareholders in favor of dissolution was sufficient for approval.

DATED this 14th day of January, 1998.

CARLOS & ABBOTT, P.A.

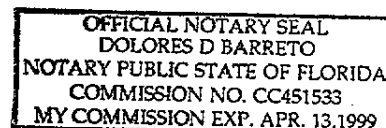
By: Thomas P. Carlos
Thomas P. Carlos, President
By: Elliot C. Abbott
Elliot C. Abbott, Secretary

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared THOMAS P. CARLOS, the President of CARLOS & ABBOTT, P.A., to me personally known to be the person described in who has subscribed the above Articles of Dissolution, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 14th day of January, 1998.

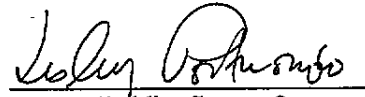
Dolores D Barreto
Notary Public, State of
Florida at large
My Commission Expires:



STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared ELIOT C. ABBOTT, the Secretary of CARLOS & ABBOTT, P.A., to me personally known to be the person described in who has subscribed the above Articles of Dissolution, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

Hand IN WITNESS WHEREOF, I have hereunto set my hand and official seal this ^{26th} 14th day of January, 1998.



Notary Public, State of
Florida at large
My Commission Expires:



LESLEY PORTUONDO
My Commission CC493294
Expires Oct. 03, 1999

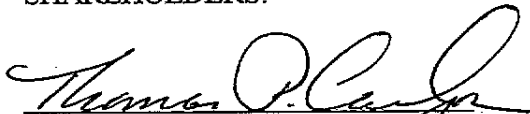
STATEMENT OF INTENT TO DISSOLVE
CARLOS & ABBOTT, P.A.
BY WRITTEN CONSENT OF THE SHAREHOLDERS

Pursuant to the provisions of Section 607.1402(6) and Section 607.0704 of the Florida Statutes, the undersigned shareholders submit the following statement of intent to dissolve the corporation upon written consent of all its shareholders:

1. The name of the corporation is: CARLOS & ABBOTT, P.A.
2. The shareholders of the corporation hereby authorize the dissolution of the corporation.

DATED this 14th day of January, 1998.

SHAREHOLDERS:


THOMAS P. CARLOS


ELIOT C. ABBOTT