

WILSON, ELSER, MOSKOWITZ, EDELMAN & DICKER LLP

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December 22, 2000

H16294

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

Re: Frank Crystal & Co. of Florida, Inc. v. Ira Mandell and Premier - USI Insurance
Group, Inc.
Case No. 00017324 CACE 05
Our File No. : 01009.00031

400003517514--6
-01/01/01--01002--005
*****43.75 *****43.75

Dear Sir or Madam:

Please file of record the enclosed Articles of Dissolution for I.M. Agency, Inc. Enclosed is a check in the amount of \$43.75 which constitutes the filing fee and the fee for one certified copy of the Articles of Dissolution.

Please return this to us in the self-addressed stamped envelope that is provided for your convenience.

Very truly yours,

WILSON, ELSER, MOSKOWITZ, EDELMAN & DICKER LLP


Scott A. Burr

SAB/eeh
Enclosures

cc: Nina Cangiano, Esquire
James M. Kaplan, Esquire

FILED
00 DEC 29 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DISS-
CC

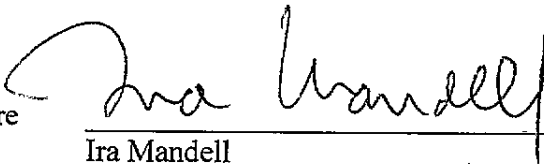
S. PAYNE JAN 9 - 2001

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 I.M. Agency Inc.
- SECOND:** The date dissolution was authorized was November 6, 2000.
- THIRD:** Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Signature



Ira Mandell
President and Secretary-Treasurer

FILED
00 DEC 29 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA