

H 42552

TOWN 'N COUNTRY PARK, INC.
611 WEST BAY STREET
TAMPA, FL 33606
(813) 254-7567 Extension 230
FAX (813) 251-4386

March 27, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Dissolution of "PARKE SECURITIES CORP" (Florida number H42552)
in Accordance with Section 607.1403 of the Florida Statutes

Ladies and Gentlemen:

Enclosed herewith please find the following:

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-03/31/00--01061--006
*****52.50 *****52.50

- 1) Articles of Dissolution of the above-referenced PARKE SECURITIES CORP., dated March 27, 2000
- 2) Check in the amount of \$52.50 to cover the following:

a) Filing Fee	35.00
b) Certified copy of the dissolution	8.75
c) Certificate of status after dissolution	8.75
	<u>\$52.50</u>
- 3) Consent in lieu of a special meeting of the sole Shareholder of the Corporation
- 4) Officer's Certificate
- 5) Certificate of Status of the Corporation before dissolution

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We would appreciate receiving the certified copy of the dissolution and the certificate of status after the dissolution, as soon as possible.

With many thanks for your prompt attention to these matters.

Sincerely,

TOWN 'N COUNTRY PARK, INC.

James H. Shimberg
JAMES H. SHIMBERG
President

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**ARTICLES OF DISSOLUTION
OF PARKE SECURITIES CORP.**

The undersigned officer of Parke Securities Corp., desiring to dissolve the corporation in accordance with the Florida Business Corporation Act, hereby submits the following:

ARTICLE I

The name of the corporation is Parke Securities Corp.

ARTICLE II

The dissolution was authorized on March 27, 2000.

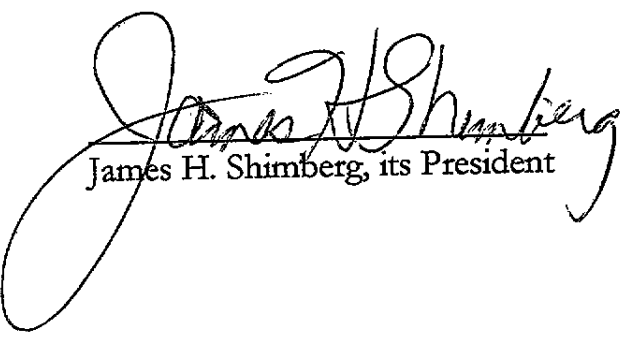
ARTICLE III

The dissolution was approved by the sole shareholder,
Town 'N Country Park, Inc.

ARTICLE IV

The Articles of Dissolution shall be effective upon filing
with the Secretary of State.

The undersigned President, for the purpose of dissolving Parke Securities Corp under the laws of the State of Florida, has executed these Articles of Dissolution this 27th day of March 2000.


James H. Shimberg, its President

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TALLAHASSEE, FLORIDA

**CONSENT IN LIEU OF A SPECIAL MEETING
OF THE SHAREHOLDERS OF
PARKE SECURITIES CORP.**

The undersigned, constituting the sole shareholder of Parke Securities Corp. (the "Corporation"), acting pursuant to Section 607.0704 and 607.1402(6) of the Florida Statutes, waiving all requirements of notice, hereby adopt the following resolutions:

WHEREAS, the best interests of the Corporation and its sole shareholder, Town-N-Country Park, Inc., would be served by dissolving the Corporation;

WHEREAS, this Corporation HAS NO ASSETS AND NO LIABILITIES; and it is

RESOLVED that the Corporation shall be dissolved as soon as possible; and it is

FURTHER RESOLVED, that the officers are specifically empowered and directed to take all actions necessary to dissolve and liquidate the Corporation, including, but not limited to the following actions:

- (a) Execute and file the Articles of Dissolution of the Corporation with the Florida Department of State;
- (b) Proceed to cancel the 1,000 shares of the Corporation's stock, surrendered by its sole shareholder;
- (c) Take all other actions necessary to wind up and completely liquidate the Corporation's business and affairs.

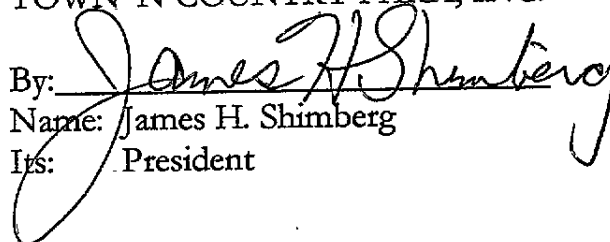
IN WITNESS WHEREOF, the undersigned sole shareholder of Parke Securities Corp. has executed this consent this 27th day of March 2000.

TOWN N COUNTRY PARK, INC.

By: _____

Name: James H. Shimberg

Its: President

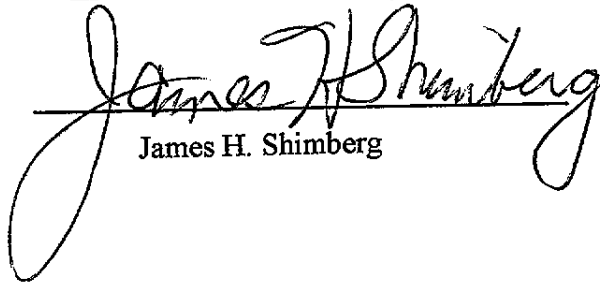


OFFICER'S CERTIFICATE

The undersigned, James H. Shimberg, was the President of Parke Securities Corp. (the "Corporation") and hereby certifies the following:

1. That the resolutions approving dissolution and liquidation of the Corporation contained in the attached consent were approved on March 27, 2000.
2. That the articles of dissolution effectuating the dissolution of the Corporation were filed on March 27, 2000.

IN WITNESS WHEREOF, I HAVE EXECUTED THIS CONSENT THIS
27th DAY OF MARCH, 2000.


James H. Shimberg