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December 4, 1997

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

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

Re: ARTICLES OF DISSOLUTION OF PROVIDERS GROUP, INC.

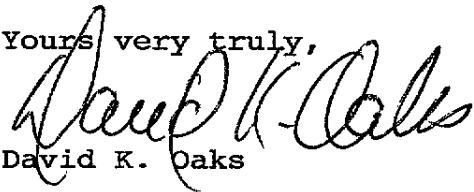
Dear Sir:

Enclosed please find the original and one copy of the Articles of Dissolution and Shareholder's Consents for PROVIDERS GROUP, INC.

Also enclosed is a check in the amount of \$35.00 for the filing fee.

Thank you for your cooperation and assistance in this matter.

Yours very truly,


David K. Oaks

DKO:js
Encl.

VS DEC 16 1997

Vob's

ARTICLES OF DISSOLUTION PURSUANT TO SECTION
607.1403 OF THE FLORIDA BUSINESS CORPORATION
ACT OF PROVIDERS GROUP, INC.

To: Department of State

Date Paid

Tallahassee, Florida 32314

Filing Fee

\$ 35.00

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is PROVIDERS GROUP, INC.
2. The names and respective addresses of the officers of the corporation are as follows:

Name	Office	Address
GEORGE SIMMONS	President	2645 W. Marion Avenue, #612 Punta Gorda, FL 33950
JANET L. SIMMONS	Sect/Treas	2645 W. Marion Avenue, #612 Punta Gorda, FL 33950

3. The names and respective addresses of the directors of the corporation are as follows:

Name	Address
GEORGE SIMMONS	2645 W. Marion Avenue, #612 Punta Gorda, FL 33950
JANET L. SIMMONS	2645 W. Marion Avenue, #612 Punta Gorda, FL 33950

4. Dissolution was authorized on November 21, 1997.
5. The number of votes cast for dissolution was sufficient for approval.

6. All liabilities and obligations of the corporation have been paid or discharged or Adequate provision has been made for the payment of all of the liabilities and obligations of the corporation.

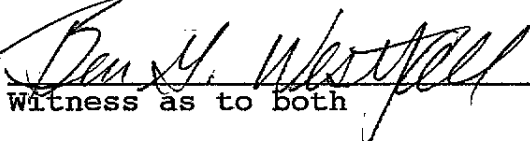
7. All the property and assets of the corporation remaining after the payment of all debts, obligations, and liabilities of the corporation, have been distributed among its shareholders in

accordance with their respective rights and interests or No property or assets remained to be distributed among the shareholders of the corporation after the payment of all debts, obligations, and liabilities of the corporation.

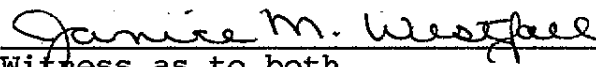
8. There are no actions pending against the corporation in any court or adequate provision has been made for the satisfaction of any judgment, order, or decree, which may be entered against the corporation in any pending actions or proceedings.

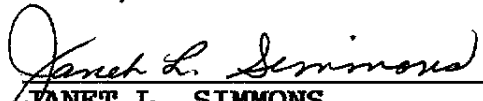
9. The corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has been signed by all shareholders of the corporation or signed in their names by their duly authorized attorneys. A copy of the written consent is attached to these articles.

Dated November 21, 1997.


Witness as to both


GEORGE SIMMONS


Witness as to both


JANET L. SIMMONS

CONSENT TO FILING ARTICLES OF DISSOLUTION

COMES NOW GEORGE SIMMONS, holder of 30 shares of common stock in PROVIDERS GROUP, INC., a Florida corporation, who hereby consents to the signing and filing of Articles of Dissolution to dissolve PROVIDERS GROUP, INC.

Dated: November 21, 1997



GEORGE SIMMONS

CONSENT TO FILING ARTICLES OF DISSOLUTION

COMES NOW JANET L. SIMMONS, holder of 30 shares of common stock in PROVIDERS GROUP, INC., a Florida corporation, who hereby consents to the signing and filing of Articles of Dissolution to dissolve PROVIDERS GROUP, INC.

Dated: November 21, 1997



JANET L. SIMMONS