

WATTERSON, HYLAND & KLETT
PROFESSIONAL ASSOCIATION

WILLIAM J. HYLAND, JR.
ATTORNEY AT LAW

534076

April 9, 2002

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

RE: Fazio Golf, Inc.

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-04/15/02--01063--007
*****35.00 *****35.00

Dear Sir or Madame:

Enclosed please find the original Articles of Dissolution for Fazio Golf, Inc., signed by Gabrielle Fazio, Secretary/Director. I have also enclosed our Firm check for \$35.00 for the filing fee.

Please process the enclosed form at your earliest convenience. We would appreciate it if you could send the acknowledgment of the dissolution to William J. Hyland, Jr., Esquire, at 4100 RCA Blvd., Suite 100, Palm Beach Gardens, Florida 33410.

Thank you for your time and consideration.

Very truly yours,


William J. Hyland, Jr.

WJH:ilm
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Dissolution

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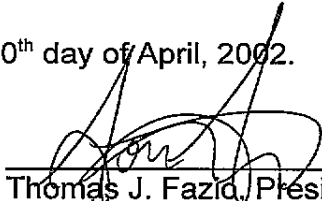
ARTICLES OF DISSOLUTION

Pursuant to §607.1403 of the Florida Business Corporation Act, FAZIO GOLF, INC., a Florida corporation (the "**Corporation**"), submits the following Articles of Dissolution:

- FIRST:** The name of the Corporation is FAZIO GOLF, INC.
- SECOND:** The dissolution was authorized by unanimous written action of all shareholders of the Corporation on April 10, 2002, which action was sufficient to dissolve the Corporation
- THIRD:** Voting by voting groups was not required.

Signed this 10th day of April, 2002.

Signature:


Thomas J. Fazio, President


Gabrielle Fazio, Secretary

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TALLAHASSEE, FLORIDA

**WRITTEN ACTION OF
THE SHAREHOLDERS OF
FAZIO GOLF, INC.**

The undersigned, being all of the Shareholders of FAZIO GOLF, INC., a Florida corporation (the "**Corporation**"), hereby take the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of **§607.0704**, **§607.1402** and **§607.1403** of the Florida Business Corporation Act (the "**Act**").

WHEREAS, all of the Shareholders desire to dissolve the Corporation; and

WHEREAS, no other action is required to dissolve the Corporation or approve the action of the Shareholders; and

WHEREAS, pursuant to **§607.1405(3)** of the Act, the directors, officers, and agents of a corporation dissolved pursuant to **§607.1403** of the Act shall not incur any personal liability thereby by reason of their status as directors, officers, and agents of a dissolved corporation;

THEREFORE RESOLVED, that the Corporation shall be dissolved, and the President, or any other Officer of the Corporation, acting alone, or in conjunction with any other Officer, is authorized to execute and deliver Articles of Dissolution for filing with the office of the Florida Secretary of State, and any and all other documents reasonably necessary to accomplish the purposes of this Written Action.

DATED this 16th day of April, 2002.

By: _____


Thomas J. Fazio
Shareholder

By: _____


Gabrielle Fazio
Shareholder