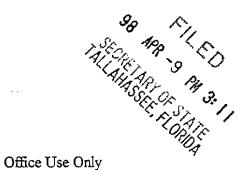
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HOLCOMB & DECORT, P. A.

ATTORNEYS AND COUNSELORS AT LAW

415 SOUTH HYDE PARK AVENUE

TAMFA, FLORIDA 33606



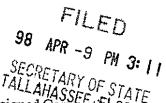
CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	AMENDMENTS			
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Profit	Amendment			
NonProfit	Resignation of R.A., C	Officer/Director	÷	
Limited Liability	Change of Registered	Agent		
Domestication	Dissolution/Withdraw	ral		
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Examiner's Initials

CR2E031(1/95)

ARTICLES OF DISSOLUTION OF MFC HOLDING CORPORATION



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

- 1. The name of the Corporation is MFC HOLDING CORPORATION.
- 2. Dissolution was authorized by resolution of the Board of Directors on March 1, 1998.
- 3. Dissolution was approved by the unanimous written consent of the shareholders. No group of shareholders was entitled to vote separately on the plan of dissolution.

Dated this 13 day of March, 1998

MFC HOLDING CORPORATION

Dominic Caramagno, President and Director