

K63236

St. Petersburg Hearing Centers, Inc.
7001 34th Avenue N.
St. Petersburg, FL 33710
727-344-2127
March 14, 2000

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

200003174132--3

--03/17/00--01062--013

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

Re: Corporate Dissolution

We have enclosed the corporate minutes and Articles of
Dissolution for implementing the dissolution of

St. Petersburg Hearing Centers, Inc. effective December 31,
1999.

Also enclosed is a check for thirty-five dollars which we
understand is the fee for this service. If anything further
is required, please advise.

Sincerely,



Robert R. Meyer

FILED
00 MAR 17 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Uoldis

VS

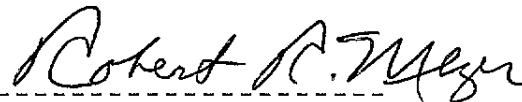
3-29-2000

ARTICLES OF DISSOLUTION

FILED
00 MAR 17 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is St. Petersburg Hearing Centers, Inc.
2. The name and address of it's Sole Officer, Sole Director, and Sole Shareholder is:

Robert R. Meyer
7001 34th Avenue N.
St. Petersburg, Florida 33710
3. All debts and obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefor.
4. All the remaining property and assets of the Corporation have been distributed or will be distributed to it's Sole Shareholder in accordance with his rights and interests.
5. There are no legal actions pending, contemplated, or threatened against the corporation in any court.
6. A copy of the Resolution to Dissolve dated December 31, 1999 is attached. The Resolution was adopted by the sole Shareholder and Director of the Corporation on the 31st day of December, 1999, who has executed this statement.



Robert R. Meyer
President/Secretary/Director

WAIVER OF NOTICE AND MINUTES OF A SPECIAL MEETING
OF THE SHAREHOLDERS OF
ST. PETERSBURG HEARING CENTERS, INC.

The Special meeting of shareholders of the above named corporation was called to order on December 31, 1999, at 10:30 A.M. by Robert R. Meyer, a Shareholder and Director of the above named corporation.

All shareholders were in attendance at the meeting and signed and executed the within document, indicating their waiver of notice of the meeting and their ratification of the actions taken at the meeting.

The above named corporation's President/Director, Robert R. Meyer, then declared the meeting to be in compliance with Florida law and that the purpose of the special meeting was to address the following matters:

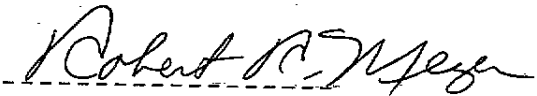
(a) The dissolution of the named corporation.

With respect to the first order of business regarding the above named corporation's dissolution, said matter was discussed and thereafter, the following resolution was unanimously adopted by the shareholders:

RESOLVED, that because the above named corporation's business has been complete, and because it is no longer desirable to do business in the name of this corporation, this corporation shall forthwith be dissolved.

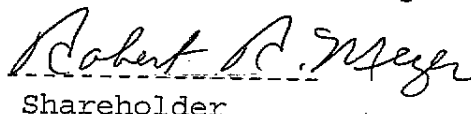
There being no further business to come before the meeting it was announced that the Special meeting of Shareholders of the above named corporation was Adjourned.

Dated: December 31, 1999



Robert R. Meyer
President\Secretary

We, the undersigned shareholders, do hereby waive any notice required with respect to said meeting and do hereby ratify and confirm the above actions taken at said meeting.



Shareholder