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DANIEL A. BURZYNSKI*
JILL JACOB BURZYNSKI*

WILLIAM A. PFEUFFER**

K95988

December 11, 1998

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

Re: U.S. Capital & Development, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of
Dissolution, as well as a check for \$87.50 for filing fees and
certified copy of the Articles, for the above corporation.

Please forward the certified copy to the undersigned at the address
on the letterhead.

If you should have any questions or concerns, feel free to contact
me.

Sincerely yours,



William A. Pfeuffer

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TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION
OF
U.S. CAPITAL & DEVELOPMENT, INC.

Pursuant to Section 607.1403 of the Florida Business Corporation Act of Florida, the undersigned Corporation adopts these Articles of Dissolution.

ARTICLE ONE
NAME

The name of the Corporation is U.S. CAPITAL & DEVELOPMENT, INC.

ARTICLE TWO
DISSOLUTION AUTHORIZED

The dissolution of the Corporation was authorized on December 8, 1998.

ARTICLE THREE
SHAREHOLDER APPROVAL

The number of votes cast by the shareholders for dissolution was sufficient for approval.

Dated: 12-11-98

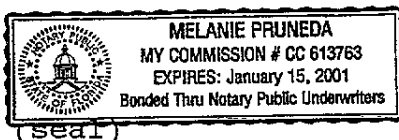
U.S. CAPITAL & DEVELOPMENT,
INC., a Florida Corporation

By: [Signature]
James P. Dellas, President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on 11th day of December, 1998, by James P. Dellas, President of the Corporation, on behalf of the Corporation, and he acknowledged execution of the foregoing instrument freely and voluntarily under the authority vested in him by said corporation. He is personally known to me and did not take an oath.

Witness my hand and official seal this 11th day of December, 1998.



Melanie Pruneda
Notary Public
Print Name:
My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA