

L00734

Southern Benefits, Inc.

Hythe B 2028  
Boca Raton, Fla. 33434  
January 28, 1998

FILED  
98 FEB 13 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Department of State  
Sandra B. Mortham, Sec. of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Fla. 32314

Re: Articles of Dissolution

Dear Hon. Sandra B. Mortham, Secretary of State:

I have enclosed the Articles of Dissolution along with my check as follows:

Filing fee for articles of dissolution	\$ 35.
Certified copy of dissolution	<u>52.50</u>
	<u>\$ 87.50</u>

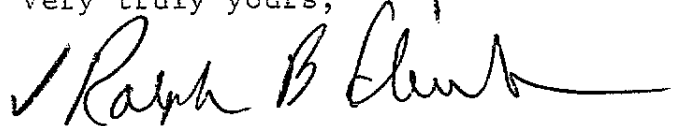
Kindly address all correspondence including the return of the certified copy of dissolution to my accountant:

Jerome Pill CPA  
20 Powell Dr.  
West Orange, NJ 07052  
Tel. 973 736 0990

700002420007--6  
-02/03/98--01074--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Thank you for your kind attention to this dissolution.

Very truly yours,



Ralph B. Scheibner, Pres.

VS FEB 17 1998

Voldis



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 5, 1998

JEROME PILL, CPA  
20 POWELL DR.  
WEST ORANGE, NJ 07052

SUBJECT: SOUTHERN BENEFITS, INC.  
Ref. Number: L00734

We have received your document for SOUTHERN BENEFITS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption and the effective date. The date of adoption is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 698A00006680

# JEROME PILL

Certified Public Accountant 20 Powell Drive West Orange, NJ 07052 Telephone: 973-736-0990  
973-

February 11, 1998

Ms. Velma Shepard, Corporate Specialist  
Florida Dept of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Fla. 32313

Re: Southern Benefits, Inc.  
Ref. Number: L00734

Dear Ms. Shepard:

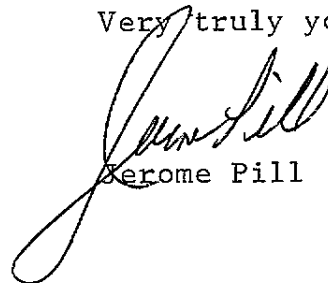
In reply to your letter dated 2/5/98, I had difficulty in understanding what you were driving at that it must be "a date on or prior to submitting the document". Is the document the Articles of Dissolution?

I crossed out what I had typed in, "immediately upon your receipt approximately 2/1/98 or earlier", and merely inserted the date of 2/1/98. Is this what was needed?

I am kind of up in the air as to what you had in mind specifically, but perhaps the date of 2/1/98 is what you needed. At least, I hope so.

Sorry for the confusion, but we are trying to comply with your request, and hope that it is now in line with your request.

Very truly yours,



Jerome Pill

ARTICLES OF DISSOLUTION

FILED  
98 FEB 13 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Southern Benefits, Inc.

SECOND: The date dissolution was authorized: January 27, 1998  
~~immediately upon your receipt,~~  
~~approximately 2/1/98 or earlier~~

THIRD: Adoption of Dissolution (CHECK ONE)

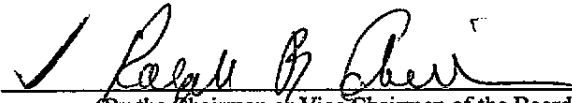
- Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- Dissolution was approved by vote of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

all of the issued and outstanding common stock of the corporation,  
(voting group) namely 100 shares

Signed this 28th day of January, 19 98

Signature  Ralph B. Scheibner, Pres.  
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Ralph B. Scheibner Hythe B 2028, Boca Raton, Fla. 33434  
(Typed or printed name)

Pres.

(Title)