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TALLAHASSEE, FLORIDA

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LAW OFFICES

NEIMARK & NADEL

PROFESSIONAL ASSOCIATION

SUITE 420
800 CORPORATE DRIVE
FORT LAUDERDALE, FLORIDA 33334

TELEPHONE (954) 493-8000
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September 8, 2004

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Dissolution of Melco, LLC
Our File No.: 2251-002-CC

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Dissolution of Melco, LLC, along with accompanying Exhibit "A" for the above-referenced corporation. Also enclosed is our check in the amount of \$25.00 to cover the charges for the filing fee.

Please return a true copy of the Articles of Dissolution of Melco LLC showing that it has been received and filed and return to this office in the enclosed a self-addressed stamped envelope for your convenience in returning same.

Thank you for your cooperation.

Very truly yours,

NEIMARK & NADEL, P.A.

By: 

Lesley S. Cutler, Legal Assistant
for CORT A. NEIMARK

CAN:lsc
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION OF MELCO, LLC

ARTICLES OF DISSOLUTION filed in accordance with Section 608.445 of the Florida Limited Liability Company Act, the undersigned executes these articles of dissolution and states the following:

1. The name of the limited liability company is MELCO, LLC ("Company")
2. The effective date of the Company's dissolution is September 1, 2004.
3. Resource Benefits, Inc. became the sole member and manager of Melco, LLC, pursuant to an agreement dated August 26, 2004
4. The Company's dissolution was triggered the written approval/consent of Resource Benefits, Inc. as the sole member, a copy of which is attached hereto as Exhibit "A."
5. Adequate provision has been made to pay or discharge all debts, obligations, and liabilities of the Company pursuant to Fla. Stat. §608.4421.
6. All remaining property and assets of the Company have been distributed to the member in accordance with its rights and interest.
7. No suits are pending against the Company in any court.

EXECUTED on September 1ST, 2004 at Fort Lauderdale, Florida

MELCO, LLC
By Resource Benefits, Inc., sole member

By: 
JAMES P. HEA, President

CLERK OF COURT
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF BROWARD

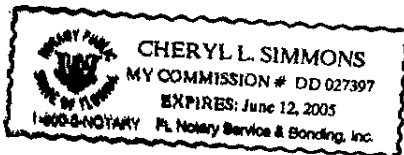
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared James P. Hea, President of Resource Benefits, Inc., who is personally known to me or who produced _____ as identification and is the person described as Incorporator and who executed the foregoing Articles of Dissolution and who swore and acknowledged that he/she executed the foregoing Articles of Dissolution for the purposes therein set forth.

WITNESS my hand and official seal in the County and State last aforesaid on this 1st day of September, 2004.

Cheryl L. Simmons
NOTARY PUBLIC

My Commission Expires:

Cheryl L. Simmons
Printed Name



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CLERK OF COURT
TALLAHASSEE FLORIDA

WRITTEN CONSENT TO DISSOLUTION OF MELCO, LLC

CONSENT TO DISSOLUTION is hereby given by RESOURCE BENEFITS, INC., a Florida corporation and the sole member of MELCO, LLC, a Florida limited liability company as follows:

WHEREAS, Melco, LLC was organized in accordance with Florida law on August 23, 2004; and,

WHEREAS, on August 26, 2004, Emilio DePietro and Marjorie M. Engstrom entered into an agreement with Resource Benefits, Inc. to acquire all right, title and interest in and to the membership units of Melco, LLC, which transaction was consummated on August 26, 2004; and,

WHEREAS, Resource Benefits, Inc. is currently the sole member of Melco, LLC; and,

WHEREAS, Resource Benefits, Inc., as the sole member has deemed it prudent and advisable to dissolve Melco, LLC and hereby wishes to memorialize its consent to the dissolution and retention of the assets of Melco, LLC; and,

NOW, THEREFORE, this shall serve as written consent to the dissolution of Melco, LLC as follows:

1. Resource Benefits, Inc. hereby expressly consents to the dissolution of Melco, LLC.
2. Articles of Dissolution shall be prepared and filed forthwith with the Florida Secretary of State and such other actions as may be necessary to effectuate the dissolution of Melco, LLC are hereby authorized to be taken.

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TALLAHASSEE
FLORIDA



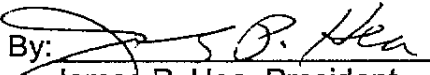
3. The effective date of the dissolution of Melco, LLC shall be September 1, 2004.

4. Adequate provision has been made to pay or discharge all debts, obligations, and liabilities of the Company pursuant to Section 608.4421 of the Florida Statutes.

5. All remaining property and assets of the Company have been distributed to Resource Benefits, Inc.

EXECUTED on September 15th, 2004 at Fort Lauderdale, Florida

Resource Benefits, Inc., MGMR

By: 
James P. Hea, President

Attest:


Emilio J. DiPietro, Secretary

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06 SEP 13 PM 12:44
TALLAHASSEE, FLORIDA