

YANOWITCH LAW CENTER

July 24, 1997

L60813

Via U.S. Mail

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

Re: Visions Preferred, Inc.
Articles of Dissolution

FILED
97 JUL 28 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Please find enclosed one (1) original and one (1) copy of the Articles of Dissolution of Visions Preferred, Inc. to be filed with your agency. I also attach herewith our firm's check in the amount of \$35.00 for all related fees and costs. Should you have any questions, please do not hesitate to contact me.

Your attention to this matter is greatly appreciated.

Very truly yours,

Patricia Henrys

Encls.

cc: Mr. Gregory Zupko

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PETER J. YANOWITCH, ESQ.
(ALSO ADMITTED IN NEW YORK
AND WASHINGTON, D.C.)

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MIAMI, FLORIDA USA 33131
TELEPHONE: 305-374-6900
TELEFAX: 305-374-7444
INTERNET: YANOLAW@AOL.COM

**ARTICLES OF DISSOLUTION
OF
VISIONS PREFERRED INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is **VISIONS PREFERRED, INC.**
2. The names and respective addresses of the officers of the corporation are as follows:

Gregory Zupko	President	6157 N.W. 167th Street Miami, Florida 33015
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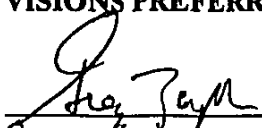
3. The names and respective addresses of the directors of the corporation are as follows:

Gregory Zupko	6157 N.W. 167th Street Miami, Florida 33015
Barbara K. Rosenbloom	29260 Franklin Rd., #307, Southfield, MI 48304

4. Dissolution was authorized on January 28, 1997.
5. All liabilities and obligations of the corporation have been paid or discharged.
6. All the property and assets of the corporation remaining after the payment of all debts, obligations, and liabilities of the corporation, have been distributed among its shareholders in accordance with their respective rights and interests.
7. There are no actions pending against the corporation in any court.
8. The corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has been signed by all shareholders of the corporation. A copy of the written consent is attached to these articles.

DATED this 28 day of January, 1997

Agreed To and Accepted By:
VISIONS PREFERRED, INC.



Gregory Zupko
President

**ACTION TAKEN BY WRITTEN CONSENT
OF THE
SHAREHOLDERS
OF
VISIONS PREFERRED, INC.**

The undersigned shareholder of VISIONS PREFERRED, INC., a Florida corporation, being the sole holder of not less than a majority of the outstanding shares entitled to vote with respect to the subject matter, and entitled to vote the number of shares set forth opposite her name below, hereby authorizes the following action taken without a meeting of shareholders:

RESOLVED that VISIONS PREFERRED, INC. shall be dissolved pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act.

This authorization shall be filed with the secretary of the corporation.

<i>Signature of Shareholder</i>	<i>Address</i>	<i>Number of Shares</i>	<i>Date</i>
<u>Barbara K. Rosenbloom</u> Barbara K. Rosenbloom	<u>29260 Franklin Rd.</u> <u>#307</u> <u>Southfield, MI 48304-1157</u>	<u>1,000</u>	<u>1-28-97</u>