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283764

November 16, 1998

Secretary of State
499 East Gaines Street
Florida Division of Corporations
Tallahassee, Florida 32314

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-11/18/98--01040--002

*****52.50 *****52.50

*Re: Stanley Metal Corporation
Our File No. 519-1*

Dear Sir or Madam:

Enclosed herewith are the original Articles of Dissolution of Stanley Metal Corporation. Also enclosed herewith is a check in the sum of \$52.50 representing payment of the filing fees, certificate of status and certified copy of these Articles of Dissolution.

PLEASE NOTE THAT THE ARTICLES OF DISSOLUTION ARE DATED AS OF JUNE 30, 1998, WHICH SHOULD BE THE EFFECTIVE DATE OF THE DISSOLUTION.

I look forward to receiving the certified copy and certificate of status as soon as possible. Feel free to contact me if you have any questions or comments.

Very truly yours,


Seymour N. Singer

Enclosure
tck: 11/30/98
SNS\aly\18267

FILED
98 NOV 18 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TLL NOV 19 1998

**ARTICLES OF DISSOLUTION OF
STANLEY METAL CORPORATION**

FILED
98 NOV 18 AM 11:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, President and Secretary of Stanley Metal Corporation, a Florida Corporation, do hereby certify the following in connection with the dissolution of the Corporation.

1. The name of the Corporation is Stanley Metal Corporation.
2. The dissolution of the Corporation was authorized as of June 30, 1998 by a Written Consent of the Directors and Shareholders of Stanley Metal Corporation to Dissolve and Liquidate Pursuant to I.R.S. Section 331 and pursuant to Sections 607.0704 and 607.1402 of the Florida Statutes. A copy of the Written Consent is attached hereto.
3. All of the Shareholders of the Corporation approved the dissolution of the Corporation. The number cast for dissolution was sufficient for approval.

4. The names and addresses of the Officers of the Corporation are as follows:

<u>Name and Address</u>	<u>Office(s) Held</u>
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Stanley T. Miller	President
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Vera Miller	Secretary
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5. The names and addresses of the Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
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Stanley T. Miller	5100 Town Center Circle Boca Raton, Florida 33486-1008
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Vera Miller	5100 Town Center Circle Boca Raton, Florida 33486-1008
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6. That all debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision made for their payment and/or discharge.

7. That all the remaining assets of the Corporation have been distributed to its sole Shareholder.

8. That there are no actions pending against the Corporation in any court.

DATED as of the 30th day of June, 1998.

 (SEAL)
STANLEY T. MILLER, President

Vera Miller (SEAL)
VERA MILLER, Secretary

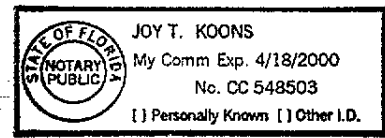
STATE OF FLORIDA)
: SS
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, appeared STANLEY T. MILLER and VERA MILLER as President and Secretary, respectively, of STANLEY METAL CORPORATION, a Florida corporation, who are personally known to me or who have provided FL Drivers License as identification, and acknowledged that they executed the foregoing instrument for the purposes expressed therein with full corporate authority.

WITNESS my hand and seal in the State and County aforesaid, this 9 day of November, 1998.

Joy T. Koons
NOTARY PUBLIC, State of Florida
Print Name: JOY T KOONS
My Commission Expires:

My commission expires:
DJS519-1/r 2307



**WRITTEN CONSENT OF THE DIRECTORS AND SOLE SHAREHOLDER
OF STANLEY METAL CORPORATION
TO DISSOLVE AND LIQUIDATE PURSUANT TO I.R.S. SECTION 331**

The undersigned, being all the Directors and the sole Shareholder of Stanley Metal Corporation, a Florida Corporation (the "Corporation"), by their signatures hereto pursuant to Section 607.0704 and 607.1402 of the Florida General Corporation Act, hereby adopt this Written Consent in lieu of a formal meeting, waive all notice of the time, place and objects of a meeting, and consent to, approve and adopt the following corporate acts:

BE IT RESOLVED, by the sole Stockholder and all of the Directors of the Corporation, that it is in the best interests of the Corporation to fully liquidate and dissolve; and be it

FURTHER RESOLVED, that after paying or adequately providing for all of its known debts and liabilities, the amount of \$2,500.00 in cash plus all sums due and paid hereafter pursuant to the Corporation's accounts receivables shall be set aside as a reserve fund for the payment of estimated expenses, taxes, unascertained or contingent liabilities, and expenses and costs of winding up, distribution and dissolution; and be it

FURTHER RESOLVED, that after deduction of the said reserve fund, all of the assets of the Corporation shall be distributed to the Shareholder; and be it

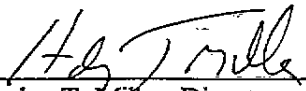
FURTHER RESOLVED, that, at such time as all liabilities of the Corporation have been paid or adequately provided for and when there shall be no further need for the aforesaid reserve fund, the balance in said reserve fund, if any, shall be distributed to the sole Shareholder; and be it

FURTHER RESOLVED, that distribution of the aforesaid assets pursuant to the plan herein provided in this consent is subject to the following conditions:

1. That the Shareholder properly endorse and surrender the certificate or certificates evidencing that Shareholder's ownership of shares of the capital stock of this Corporation.
2. That such distribution shall be in complete satisfaction of the rights of the Shareholder of this Corporation upon distribution and liquidation of assets.

FURTHER RESOLVED, the President and Secretary of this Corporation are authorized, empowered and directed to execute and deliver in the name of and on behalf of the Corporation, all deeds, bills of sale, assignments, and other instruments of transfer as may be deemed necessary or proper, and that in general the Officers and Directors of this Corporation are hereby empowered, authorized, and directed to do any and all acts and things necessary to carry out, perform, implement, and consummate said plan of distribution and to wind up all corporate affairs and dissolve this Corporation.

EXECUTED as of the 30th day of June, 1998.


Stanley T. Miller, Director and Sole
Shareholder


Vera Miller, Director

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