

MARTIN & ROTH, P.A.

ATTORNEYS AT LAW

JOHN P. MARTIN, M.S.B.A., J.D., LL.M.
THOMAS R. ROTH, D.D.S., J.D., LL.M.

2401 WEST BAY DRIVE, SUITE 122
LARGO, FLORIDA 33770
TELEPHONE: (813) 585-4505
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M74580
July 11, 1997

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

RE: EXCOPY, INC.

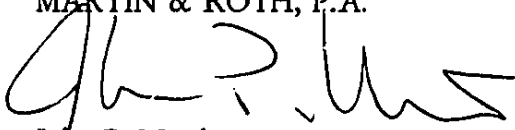
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-07/14/97--01146-014
*****35.00 *****35.00

Ladies/Gentlemen:

Enclosed for filing is Articles of Dissolution with a copy of the Minutes of Special Meeting held on June 27, 1997 attached. Our check in the amount of \$35.00 to cover filing costs is also enclosed. Upon filing of same, please return photocopy showing filing date to the undersigned.

Very truly yours,

MARTIN & ROTH, P.A.


John P. Martin

JPM:faj
Enclosures

FILED
97 JUL 25 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vol. Diss.

See 7/25

ARTICLES OF DISSOLUTION
OF
EXCOPY, INC.

FILED
97 JUL 25 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation is EXCOPY, INC. (the "Corporation"). It was organized under the laws of the State of Florida on March 30, 1988.

The Corporation has elected to dissolve pursuant to a special meeting of its shareholders. A true copy of the minutes of the special meeting of the shareholders, the resolution to adopt a plan of corporate liquidation, the waiver of notice, and ratification of the minutes are attached and incorporated by reference as Exhibit A.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on _____, in Marcham, Ontario.

By: Ron Jelenski
President

COUNTRY OF CANADA
PROVIDENCE OF ONTARIO

Before me personally appeared RONALD E. JELENSKI, known to me and known to me to be the person who executed the foregoing Articles of Dissolution.

[Signature]
Notary Public

My commission expires

Notary Public Province of Ontario
Life appointment

MINUTES OF THE SPECIAL MEETING
OF THE SHAREHOLDERS OF
EXCOPY, INC.

A special meeting of the shareholders of EXCOPY, INC., (the "Corporation"), a Florida corporation, was held at 361 Steelcase Road, W., Unit #1, Marcham, Ontario on Friday, June 27, 1997, at 9:00 o'clock a.m. pursuant to the waiver of notice attached.

The following shareholders were present, in person or by proxy:

Shareholder	Shares	In Person	By Proxy
Ronald E. Jelenski	100	✓	
James Phillip Ralph	100	✓	

Ronald E. Jelenski acted as president and James Phillip Ralph acted as secretary of the meeting. The president declared that all shareholders of record received notice of the special meeting and its purpose, all of the shareholders were present in person, and that all had executed a waiver of notice of the meeting. The president then announced the purpose of the meeting was to consider the dissolution of the Corporation and to adopt a plan of liquidation of the assets of the Corporation.

A discussion ensued and the following resolutions were unanimously adopted by the Board of Directors and shareholders of the Corporation:

WHEREAS, the shareholders, upon recommendation of the directors of the Corporation, have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

WHEREAS, the shareholders must and do hereby adopt a plan of liquidation and dissolution of the Corporation;

RESOLVED, that the following plan of liquidation is adopted to assemble and marshall the assets of the Corporation, pay or make adequate provisions for the debts of the Corporation, and apportion the remaining assets among the shareholders according to their respective interests:

1. The Corporation shall be liquidated pursuant to § 331, 334 and 336 of the Internal Revenue Code and § 607.1402 of the Florida Statutes.

2. The Corporation will distribute all of its property and assets within one year from the date of the filing of the Articles of Dissolution.

3. All liabilities and obligations of the Corporation will be paid or discharged, or adequate provision will be made for them.

4. The officers of the Corporation are authorized to sell or otherwise liquidate all the properties and assets of the Corporation that they deem necessary or advantageous to facilitate the liquidation of the Corporation.

5. The officers of the Corporation are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including, but not limited to, the following:

- a. executing any and all instruments of conveyance;
- b. paying all taxes and fees;
- c. executing all documents required by law to be filed;
- d. retaining professional advisors; and
- e. doing all other things necessary or convenient to effect the dissolution of the Corporation.

6. After the provision for, or the payment of, the known debts and liabilities of the Corporation, the officers are authorized and directed to distribute the remaining cash or other assets of the Corporation to the shareholders of record according to the respective rights and interest in exchange for their shares in the Corporation.

There being no further business to come before the meeting, it was, upon motion duly made, seconded, and unanimously carried, adjourned.

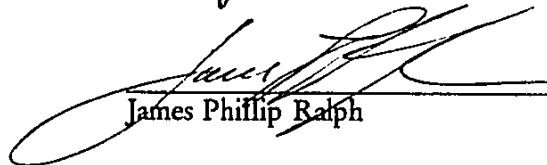

President


Secretary

RATIFICATION OF MINUTES OF
SPECIAL MEETING OF SHAREHOLDERS OF
EXCOPY, INC.

We the undersigned shareholders of EXCOPY, INC. have read these minutes and hereby approve, ratify, and confirm all business transacted as reported in them, and in signification of our approval, ratification, and confirmation and of our consent to any and all acts done at the meeting, do hereby sign our names.


Ronald E. Jelenski


James Phillip Ralph

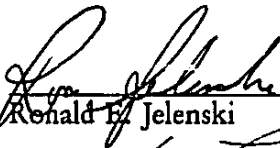
WAIVER OF NOTICE OF THE SPECIAL MEETING
OF THE SHAREHOLDERS OF
EXCOPY, INC.

We, the undersigned shareholders, hereby agree and consent that the special meeting of the shareholders of the Corporation be held on the date and time and at the place stated below for the purpose of considering the dissolution of the Corporation and we hereby waive all notice of the meeting and any adjournment of it.

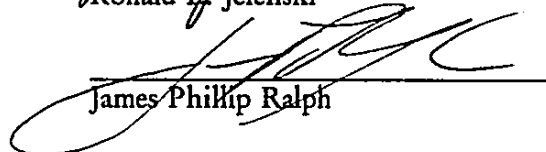
Date of Meeting: June 27, 1997

Time of Meeting: 9:00 o'clock a.m.

Place of Meeting: 260 Burford Street, Newmarket, Ontario, Canada



Ronald E. Jelenski



James Phillip Ralph

Date: June 27, 1997

WAIVER OF NOTICE OF THE SPECIAL MEETING
OF THE SHAREHOLDERS OF
EXCOPY, INC.

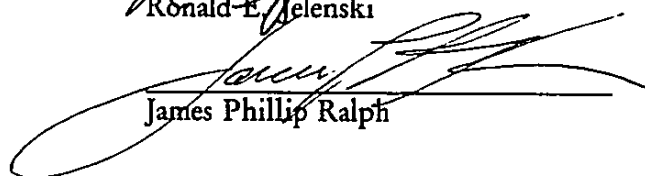
We, the undersigned shareholders, hereby agree and consent that the special meeting of the shareholders of the Corporation be held on the date and time and at the place stated below for the purpose of considering the dissolution of the Corporation and we hereby waive all notice of the meeting and any adjournment of it.

Date of Meeting: June 27, 1997

Time of Meeting: 9:00 o'clock a.m.

Place of Meeting: 361 Steelcase Road W., Unit #1, Marcham, Ontario, Canada


Ronald E. Jelenki


James Phillip Ralph

Date: June 27, 1997

MARTIN & ROTH, P.A.

ATTORNEYS AT LAW

JOHN P. MARTIN, M.S.B.A., J.D., LL.M.
THOMAS R. ROTH, D.D.S., J.D., LL.M.

2401 WEST BAY DRIVE, SUITE 122
LARGO, FLORIDA 33770
TELEPHONE: (813) 585-4505
FAX: (813) 586-3050

July 21, 1997

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

Attention: Teresa Brown, Corporate Specialist

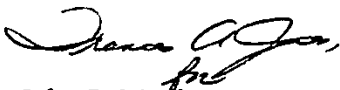
RE: EXCOPY, INC.
Letter No. 697A00036498

Ladies/Gentlemen:

Enclosed is original Articles of Dissolution with Minutes of Special Meeting held on June 27, 1997 attached. Your letter of July 17, 1997 is attached. Upon filing of same, please return photocopy showing filing date to the undersigned.

Very truly yours,

MARTIN & ROTH, P.A.



John P. Martin

JPM:faj
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 17, 1997

JOHN P. MARTIN
MARTIN & ROTH, P.A.
2401 WEST BAY DRIVE, SUITE 122
LARGO, FL 33770

SUBJECT: EXCOPY, INC.
Ref. Number: M74580

We have received your document for EXCOPY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 697A00036498