

Robert M. Hoffman

ATTORNEY AT LAW
5975 SUNSET DRIVE
PENTHOUSE 802
SOUTH MIAMI, FLORIDA 33143

TELEPHONE (305) 447-1680
FAX (305) 467-5535

M75451

June 29, 1999

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

100002923961--2
-07/06/99-01128-016
*****35.00 *****35.00

Re: South Florida Consumers Alliance, Inc.
Dissolution

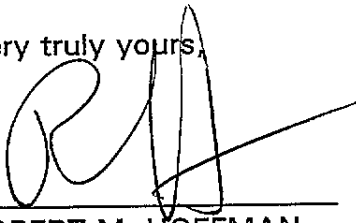
Dear Sir/Madam;

Enclosed please find the above corporation's check # 7792, payable to the Secretary of State in the amount of \$35.00 representing the filing fee of the Articles of Dissolution.

Also enclosed are Articles of Dissolution (2 copies) including Consent of Stockholders.

Please call me if you have any questions.

Very truly yours,



ROBERT M. HOFFMAN

RMH/im
Enc.

c.c. South Florida Consumers Alliance, Inc.

M75451
FL Diss
Apr 8 7-6-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL -6 PM 2:03

FILED

ARTICLES OF DISSOLUTION
OF SOUTH FLORIDA CONSUMERS ALLIANCE, INC.
PURSUANT TO FLORIDA STATUTE 607.1403
WHERE BUSINESS HAS COMMENCED

Pursuant to the unanimous consent of all of the shareholders and directors of the corporation to liquidate and dissolve the corporation, the corporation adopts the following Articles of Dissolution pursuant to Florida Statute 607.1403 and says as follows:

1. The name of this corporation is South Florida Consumers Alliance, Inc., document #M75451 as filed with the Secretary of State of Florida on April 6, 1988

2. Dissolution of the corporation has been authorized by the unanimous consent of the Shareholders and Directors as evidenced by the Written Consent of the Shareholders and Directors in Lieu of Special Meeting to Liquidate and Dissolve the corporation dated May 11, 1999. The dissolution was approved by the unanimous consent of the shareholders and that the number of votes cast for dissolution was sufficient for approval.

3. No voting was required by voting groups and the unanimous votes for dissolution of the shareholders was sufficient for approval.

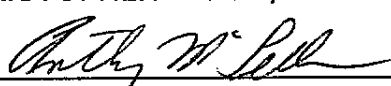
DATED this 11th day of May, 1999.

South Florida Consumers Alliance, a Florida corporation


DR. JEROME SUMMERS, Shareholder, Director and Officer


DR. CHARLES ALENIER, Shareholder, Director and Officer


CHRISTOPHER WOOD, Shareholder, Director and Officer


ANTHONY McLELLAN, Shareholder and Director

FILED
99JUL-6 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WRITTEN CONSENT OF THE SHAREHOLDERS AND DIRECTORS IN
LIEU OF SPECIAL MEETING OF
SOUTH FLORIDA CONSUMERS ALLIANCE, INC.
TO LIQUIDATE AND DISSOLVE

The undersigned, being all the Shareholders and Directors of South Florida Consumers Alliance, Inc., a corporation organized under the Laws of the State of Florida, under Charter No. M75451, as filed with the Secretary of State in Tallahassee, Florida on April 6, 1988, hereby take the following actions by written consent of the Shareholders and Directors in lieu of a Special Meeting of the Shareholders and Board of Directors.

By unanimous vote of Shareholders and Directors to liquidate and dissolve the corporation and the corporation adopts and ratifies the following resolutions:


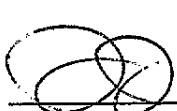
RESOLVED, that the corporation be liquidated immediately in accordance with the provisions of the Internal Revenue Code of 1954, as amended, as determined by the corporation's tax professional and,

RESOLVED, that in accordance with such plan of liquidation, the officers, directors, and professionals retained on behalf and for the corporation be and are hereby are authorized and directed to:

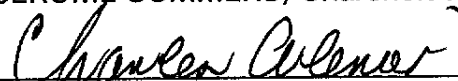
1. Timely file the appropriate forms with the District Director of Internal Revenue Service at Chamblee, Georgia, together with a copy of this consent, and
2. Provide for the payment of any indebtedness owed by the corporation to any creditors or lienors, and
3. Distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation, and
4. Transfer all the remaining assets, if any, of the corporation to the stockholders of the corporation, and
5. File a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida,
6. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and

IT IS FURTHER RESOLVED, that all actions taken on behalf of the corporation by the officers and directors and professionals in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

DATED: 11th day of May, 1999.




DR. JEROME SUMMERS, Shareholder, Director and Officer



DR. CHARLES ALENIER, Shareholder, Director and Officer



CHRISTOPHER WOOD, Shareholder, Director and Officer



ANTHONY McLELLAN, Shareholder and Director