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JENNINGS & VALANCY, P.A.
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FORT LAUDERDALE, FLORIDA 33316
TEL. (954) 463-1600 • FACS. (954) 463-1222

September 11, 2002

Department of State
Division of Corporations
P.O. Box 6250
Tallahassee, FL 32314

300007724563--4
-09/13/02--01022--004
*****35.00 *****35.00

RE: Winfrie Developers, Inc.

Dear Department of State:

Enclosed please find the following documents for filing on the above-referenced corporation:

1. The original Articles of Dissolution of Winfrie, Inc.;
2. The original Implementation of Resolution of Dissolution of Winfrie Developers, Inc.
3. The original Shareholders Agreement for Dissolution of Winfrie Developers, Inc.
4. Firm check no. 3977 in the amount of \$35.00.

If you have any questions or require additional documentation, please feel free to contact me. Thank you.

Very truly yours,

Rosalie Piedra, Paralegal

RP
Encl.

Rosalie authorized
to correct date of
filing.

Dissolution
LFT

9-19-2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 SEP 13 AM 8:28

ARTICLES OF DISSOLUTION OF
WINFRIE DEVELOPERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2002 SEP 13 AM 8:28

The undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is WINFRIE DEVELOPERS, INC.

2. The filing date of the articles of incorporation was September 25, 2000.

3. All liabilities and obligations of the Corporation have been paid.

4. All assets of the Corporation remaining after the payment of all debts, obligations and, have been distributed among the Shareholders in accordance with their respective rights and interests.

5. There are no actions pending against the Corporation in any Court.

6. The Corporation elects 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 such written consent is attached to these Articles.

7. The date of Dissolution of the corporation is September 9, 2002.
DATED this 9 day of SEPTEMBER, 2002.


THE UNDERSIGNED, does make and file these Articles of Dissolution, hereby declaring and certifying that the facts herein stated are true.

WINFRIE DEVELOPERS, INC.

By: W. H. Z. PRESIDENT
WOOOY H FRIESE, PRES.

State of Florida
County of Broward

I HEREBY CERTIFY that on this 7 day of
September, 2002 before me, a Notary Public duly authorized in the
State and County aforesaid to take acknowledgments, personally
appeared WOODY H. FRIESE, president of WINFRIE
DEVELOPERS, INC., personally known to me to be the person
described in the foregoing Articles of Dissolution, and he
acknowledged before me that he executed said Articles of
Dissolution, with authority.



NOTARY PUBLIC, STATE OF FLORIDA

Print Name:

My commission expires



Eve Wagner Rosen
Commission # DD 047443
Expires Sep. 16, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

IMPLEMENTATION OF RESOLUTION OF DISSOLUTION OF WINFRIE DEVELOPERS, INC.

WHEREAS, the shareholders of WINFRIE DEVELOPERS, INC., a Florida corporation, adopted a Resolution of Dissolution on electing to dissolve the corporation and authorizing the directors to dissolve and liquidate said corporation;

NOW, THEREFORE, be it:

1. RESOLVED, that the President or Secretary of WINFRIE DEVELOPERS, INC. is authorized to take all actions necessary to wind up the affairs of the corporation, including the lease, sale, conveyance or assignment of any or all of the corporation's assets and to execute any documents or instruments necessary and incident thereto;

2. RESOLVED FURTHER, that the President or Secretary of WINFRIE DEVELOPERS, INC. is authorized and directed to distribute the assets of the corporation in accordance with the terms and on the conditions set forth in a plan of liquidation adopted by the Board of Directors on SEPTEMBER 9, 2002.

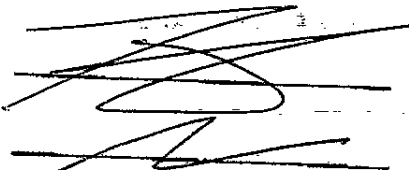
3. RESOLVED FURTHER, that the President or Secretary is authorized and required to execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state or local government in connection with or by reason of the liquidation and dissolution of the corporation on behalf of the corporation, including the Internal Revenue Service;

4. RESOLVED FURTHER, that the President or Secretary of WINFRIE DEVELOPERS, INC. is authorized and required to file all documents required by law to be filed in order to effect the dissolution of the corporation.

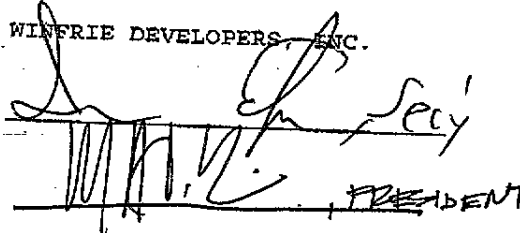
The undersigned being all of the directors of WINFRIE DEVELOPERS, INC. hereby authorize by their signatures below, the above Resolution. This unanimous written consent may be executed in one or more original counterparts, all of which together shall be one and the same instrument.

IN WITNESS WHEREOF, the undersigned directors have hereunto set their hands and seals this 9th day of April 2002.

Witnesses:



WINFRIE DEVELOPERS, INC.


PRESIDENT

SHAREHOLDERS AGREEMENT FOR DISSOLUTION OF WINFRIE DEVELOPERS, INC.

WHEREAS, the undersigned being all of the holders of all of the capital stock of WINFRIE DEVELOPERS, INC., a corporation organized under the laws of the State of Florida, have determined that it would be advisable and in the best interests of the corporation and its shareholders, for the corporation to be dissolved.

NOW, THEREFORE, be it:


1. RESOLVED, that the undersigned shareholders of WINFRIE DEVELOPERS, INC. by execution of this Agreement, consent to the dissolution of the corporation;
2. RESOLVED FURTHER, that the officers and directors of WINFRIE DEVELOPERS, INC. are authorized and directed to take all actions necessary to wind up the affairs of the corporation, including the lease, sale, conveyance, or assignment of any or all of the corporation's assets and to execute any documents or instruments necessary and incident thereto;
3. RESOLVED FURTHER, that the officers and directors of WINFRIE DEVELOPERS, INC. are authorized and directed to apply the assets in cash or in kind, of the corporation, to the payment of its known debts and obligations and after disposing of the assets of the corporation, making suitable provision for the payment of all of its known debts, the officers and directors are authorized and directed to distribute the remainder of the corporation's assets to the shareholders, according to their respective rights and interests;
4. RESOLVED FURTHER, that the officers and directors are hereby authorized and required to execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state or local government in connection with or by reason of the liquidation and dissolution of WINFRIE DEVELOPERS, INC. or on behalf of the corporation;
5. RESOLVED FURTHER, that on completion of all liquidation actions, the officers and directors of the corporation are hereby authorized and required to file all documents required by law to complete the winding up of the affairs and the dissolution of the corporation.

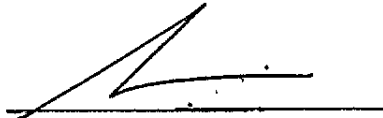
IN WITNESS WHEREOF, the undersigned directors have
hereunto set their hands and seals this 9 day of SEPTEMBER 2002.

Witnesses:

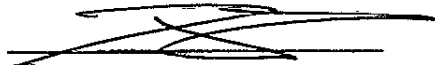


WINFRIE DEVELOPERS, INC.

 , PRESIDENT.
By: _____



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Handwritten signature on a horizontal line.



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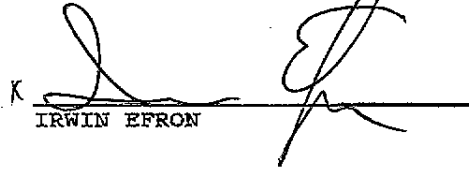


Handwritten signature on a horizontal line.



Handwritten signature above the name WOODY H. FRIESE.

WOODY H. FRIESE



Handwritten signature above the name IRWIN EFRON.

IRWIN EFRON