

**ASHLEY R. POLLOW, P.A.**

ATTORNEYS AND COUNSELLORS AT LAW

• ATRIUM FINANCIAL CENTER •

\*Member of Florida and Texas Bars

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VISIONWORX, INC. (813) 486-1040

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**P010000016202**

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

400005883644--2  
-06/21/02--01002--024  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Dissolution  
VISIONWORX, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of VISIONWORX, INC.'s Articles of Dissolution and a check for \$87.50, representing payment for the following:

Filing Fee	35.00
Certified Copy Fee	52.50

Please file the original Articles of Dissolution and conform the copy. The conformed copy can be sent to the undersigned.  
Thank you.

Very truly yours,

ASHLEY R. POLLOW, P.A.  
Attorneys and Counsellors at Law

Ashley R. Pollow, Esq.  
For the Firm

Enclosures  
Cc client

MARTIN COUNTY OFFICE  
CENTRAL PARKWAY PROFESSIONAL CENTER  
941 CENTRAL PARKWAY  
STUART, FLORIDA 34994  
(561) 221-1099

FILED  
02 JUN 21 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P010000016202  
377 Filing Fee  
\* Out copy  
6-21-02

ARTICLES OF DISSOLUTION PURSUANT TO  
§ 607.1403 OF THE FLORIDA GENERAL  
CORPORATION ACT OF  
VISIONWORX, INC.

To: Department of State  
Tallahassee, Florida 32304

Date Paid  
Filing Fee \$

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

FIRST: That the name of the corporation is **VISIONWORX, INC.**

SECOND: That dissolution was authorized during a special meeting of shareholders held on May 8, 2002.

THIRD: That the dissolution of the corporation was approved by unanimous written consent of all shareholders. A copy of such written consent is attached to these articles.

Dated: May 8, 2002.

VISIONWORX, INC.

By: Michael S. Phillips, President  
MICHAEL S. PHILLIPS, President

STATE OF MA  
COUNTY OF Suffolk

§  
§  
§

MICHAEL S. PHILLIPS being duly sworn deposes and says that he is PRESIDENT of VISIONWORX, INC., the corporation mentioned and described in the foregoing instrument; that he has read and signed the same and that the statements contained therein are true.

Michael S. Phillips  
MICHAEL S. PHILLIPS

The foregoing instrument was acknowledged before me this day of May, 2002, by MICHAEL S. PHILLIPS, who is personally known to me or has produced Paul Evens Simon as identification and who did take an oath.

PAUL EVENS SIMON  
Notary Public  
My Commission Expires July 8, 2005

Notary Public  
Name:  
Address:  
SOVEREIGN BANK  
100 OLIVER ST.  
BOSTON, MA 02110

SHAREHOLDER WRITTEN CONSENT TO DISSOLUTION  
VISIONWORX, INC.

**UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

WHEREAS, at a special meeting of the Board of Directors of VISIONWORX, INC., duly held at 1515 N. Federal Highway, Suite 100, Boca Raton, Florida, on the 8 day of May, 2002, the Board of Directors of this corporation duly adopted resolutions recommending the dissolution pursuant to the terms and conditions set forth in the Director's Resolution of May 1, 2002;; and

WHEREAS, since the corporation has not developed the business as anticipated and has not secured any contracts for operation of the business as originally intended. It is agreed that it is in the best interest of the corporation, and third parties to dissolve the corporation;

NOW, THEREFORE, each of the undersigned shareholders of said corporation, each holding of record at the close of business on the \_\_\_ day of May, 2002, the number of shares entitled to vote herein below set opposite his or her signature, consisting, in the aggregate, of shareholders entitled to exercise 100% of the voting power of said corporation on the aforesaid slate of record, does hereby approve and consent to the principal terms and conditions of the aforesaid;

The undersigned do further hereby authorize, and direct that:

1. The President of this corporation executes Articles of Dissolution;

2. That the President may take whatever steps are necessary or appropriate to carry out the intent of this resolution.

IN WITNESS WHEREOF, each of the undersigned has hereunto signed his name and set opposite thereto the date of signing and the number of shares entitled to vote held by such person of record at the close of business day May 8, 2002.

NAME

DATE OF SIGNING

NUMBER OF SHARES

  
Michael S. Phillips

May 8, 2002

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