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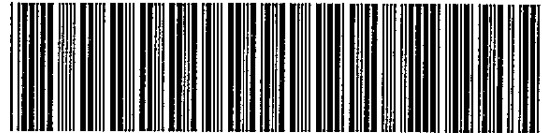
(Business Entity Name)

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TIMOTHY J. MURTY, P. A.

Attorney At Law

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Office: 239-472-1000 • Fax: 239-472-4449 • E-mail: t.murty@worldnet.att.net

November 21, 2002

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

IN RE: IMPERIAL HOUSE OF FENG SHUI, INC.

TO WHOM IT MAY CONCERN:

Enclosed are the original and one copy of the Articles of Dissolution for the above named Florida corporation and a check in the amount of \$35.00 representing payment of the applicable fees.

Please file same and return a conformed copy of the articles to me.

Thank you for your assistance in this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Timothy J. Murty", written over a horizontal line.

TIMOTHY J. MURTY
Attorney at Law

/km
Enclosures

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving:

1. The name of the corporation is Imperial House of Feng Shui, Inc.
2. Dissolution was authorized by resolution of the Board of Directors on November 12, 2002, and by vote of the shareholders on November 12, 2002.
3. Of the 1000 shares outstanding and entitled to vote on the matter of dissolution, 1000 voted for dissolution. No voting by classes is required, and the foregoing vote is sufficient for approval of dissolution.

Dated, this 12th day of November, 2002.

Imperial House of Feng Shui, Inc., a Florida corporation


LAURIE A. CASTALDO, President

Attest:


LAURIE A. CASTALDO, Secretary

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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WRITTEN CONSENT OF THE SHAREHOLDERS

Imperial House of Feng Shui, Inc.

November 12, 2002

I, LAURIE A. CASTALDO, the sole Shareholder of Imperial House of Feng Shui, Inc. (hereafter the "Corporation"), do hereby consent to and approve the following written consent to action, which shall be treated for all purposes as resolutions passed at a meeting of the Shareholders of the Corporation:

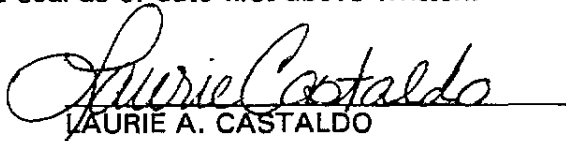
WHEREAS, the Board of Directors adopted a Plan of Complete Liquidation on November 12, 2002; and

WHEREAS, the Shareholder believes that it is in her best interest to dissolve the Corporation;

NOW, THEREFORE, BE IT

RESOLVED, that, as recommended in a resolution adopted by the Board of Directors at its meeting on November 12, 2002, the Plan of Complete Liquidation presented to the meeting be, and the same is hereby approved and adopted, and the Corporation shall be dissolved pursuant to said Plan.

IN WITNESS WHEREOF, the undersigned, being the sole Shareholder of the Corporation, have hereunto set her hand and seal as of date first above written.


LAURIE A. CASTALDO