

# P010000059824

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December 7, 2001

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Secretary of State  
Corporation Division  
409 E. Gaines Street  
Tallahassee, FL 32301

RE: TWR SALES CORP-II, INC.

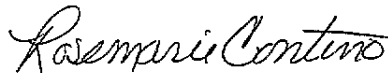
Dear Sir/Madam:

Enclosed you will find the ARTICLES OF DISSOLUTION FOR TWR SALES CORP-II, INC. along with the WRITTEN CONSENT FOR CORPORATE ACTION BY SHAREHOLDERS OF TWR SALES CORP-II, INC. Please cause the enclosed documents to be filed with the Secretary of State.

Once filed, kindly return the original documents properly "date stamped" to this office in the envelope enclosed for your convenience.

Should you have any questions regarding this matter, please contact me.

Sincerely yours,



Rosemarie Contino  
Legal Assistant

JDB:rc  
Enclosures

FILED  
01 DEC 11 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Dissolution*

T BROWN DEC 17 2001

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**ARTICLES OF DISSOLUTION  
FOR  
TWR SALES CORP-II, INC.**

FILED  
01 DEC 11 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes, Section 607.1402 and 607.1403, these Articles of Dissolution are hereby filed by TWR SALES CORP-II, INC., a Florida corporation.

1. The name of the Corporation is TWR SALES CORP-II, INC. (incorporated June 15, 2001 under document #P01000059824 of the Division of Corporations).
2. Dissolution of this Corporation has been authorized by all shareholders by Consent Resolution dated Nov. 30, 2001, a signed copy of which is attached hereto. The number of shareholders' votes cast in favor of dissolution was sufficient for approval.
3. The effective date for dissolution is the date these Articles of Dissolution are filed with the Florida Department of State.


TWR SALES CORP-II, INC.

BY: Marcia J. Rose  
MARCIA J. ROSE  
Its President

STATE OF FLORIDA                     )  
  ) SS  
COUNTY OF PALM BEACH         )

Before me appeared MARCIA J. ROSE, the President of TWR SALES CORP-II, INC., to me well known and known to me to be the person described in and who executed the foregoing instrument, and swore to and acknowledged before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 30 day of November, 2001.

 Angela D DiCrescenzo  
My Commission DD059316  
Expires May 31 2003

Angela D DiCrescenzo  
Notary Public  
My Commission Expires:

WRITTEN CONSENT FOR CORPORATE ACTION

BY SHAREHOLDERS OF

TWR SALES CORP- II, INC.

Pursuant to Florida Statutes Section 607.0704, the shareholder of TWR SALES CORP-II, INC. a Florida corporation (the "Corporation"), does hereby agree, consent to, adopt and order the following:

1. Each of the undersigned, constituting 100% of the shareholders of the Corporation, hereby waives all formal requirements, including the necessity of holding a formal or informal meeting, and any requirement that notice of such meeting be given.

2. The following resolutions are hereby adopted and approved:

RESOLVED, that the shareholders of the Corporation consent to the liquidation and dissolution of the Corporation; and it is

FURTHER RESOLVED, that the Corporation shall pay all of its debts, and assign any and all of its remaining assets of any kind whatsoever to its shareholders; and it is

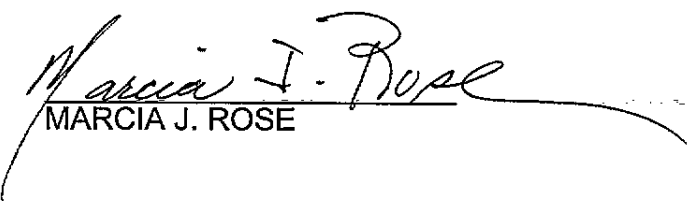
FURTHER RESOLVED, that Marcia J. Rose, as President of the Corporation be, and she hereby is, authorized and directed to do and perform such acts as may be necessary or appropriate for the carrying out of the purposes of the foregoing resolutions and shall cause to be filed with the Florida Department of State the Articles of Dissolution executed by the Corporation through its President.

3. This Consent Resolution has been delivered to the Corporation this date.

4. The action contained herein shall be effective as of the date the Articles of Dissolution are filed with the Florida Department of State.

Dated: November 30, 2001

SHAREHOLDER:

  
MARCIA J. ROSE



Angela D DiCrescenzo  
My Commission DD058318  
Expires May 31 2003

