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GENET, CRISCUOLO & MILGRIM, P.A.
ATTORNEYS AT LAW
99 N.E. 167th Street
North Miami Beach, Florida 33162

SANDOR FIELD GENET*
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MARTIN GENET (1919-1981)

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January 27, 1999

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

RE: Dissolution of Sarya, Inc.

200002760302--4

-02/01/99--01104--006


*****43.75 *****43.75

Dear Sirs;

Please find enclosed the original Articles of Dissolution in regards to the above referenced Corporation. Also, we are enclosing a check in the amount of \$43.75 for the filing of the Dissolution and a certified copy of same.

If you should need anything further, please do not hesitate to contact us.

Sincerely,


Andrew Ives, Esq.
GENET, CRISCUOLO & MILGRIM, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION PURSUANT TO
SECTION 607.1403 OF THE FLORIDA BUSINESS CORPORATION
ACT OF SARYA, INC.

To: Department of State
Tallahassee, FL 32314

Date Paid: _____
Filing Fee: _____

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 the Corporation:

1. The name of the Corporation is Sarya, Inc.
2. The names and respective addresses of the officers of the Corporation are as follows:

David Zinger, President
2020 N.E. 207 Street
N. Miami Beach, FL. 33179

Benjamin Genet, Secretary
4700 Hiatus Road, #153
Sunrise, FL. 33351

3. The names and respective addresses of the directors of the Corporation are as follows:

David Zinger,
2020 N.E. 207 Street
N. Miami Beach, FL. 33179

Benjamin Genet
4700 Hiatus Road, #153
Sunrise, FL. 33351


4. Dissolution was authorized on December 31, 1998.
5. The number of votes cast for Dissolution was sufficient for approval, as same was unanimous.
6. All liabilities and obligations of the Corporation have been paid or discharged.
7. All the properties and assets of the Corporation remaining after the payment of all debts, obligations, and liabilities of the Corporation, have been distributed among the Shareholders in accordance with their respective rates and interest.

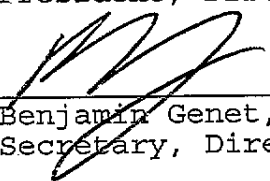
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TALLAHASSEE, FLORIDA

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

9. The Corporation elected to dissolve by act of the Corporation, a Resolution to dissolve having been duly adopted by the Shareholders on December 31, 1998. A copy of the Resolution is attached to these Articles.

Dated this 31 day of December, 1998



David Zinger,
President, Director

Benjamin Genet,
Secretary, Director

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MINUTES OF SPECIAL BOARD OF DIRECTORS MEETING
AND STOCKHOLDERS
OF
SARYA, INC.

MINUTES of this special meeting of the Board of Directors and Stockholders held at 99 N.E. 167th Street, North Miami Beach, Florida 33162 on the 31st day of December, 1998, at 1:00 .M. as per the Waiver of Notice.

The President, DAVID ZINGER, of the corporation called the meeting to order. The Secretary, Benjamin J. Genet, called the roll and the following Directors and Stockholders were found present:

David Zinger, PRESIDENT AND DIRECTOR
Benjamin J. Genet, SECRETARY, DIRECTOR AND STOCKHOLDER
Dorit Genet, STOCKHOLDER
Zipora Zinger, TRUSTEE OF THE ZIPORA REVOCABLE TRUST, SHAREHOLDER

David Zinger, President of the Corporation acted as Chairman and Benjamin J. Genet acted as Secretary of the meeting.

Since the Board of Directors of the Corporation, at a meeting held at the same time on 31st day of December, 1998 at 99 N.E. 167 Street, North Miami Beach, Florida 33162, adopted Resolutions recommending the Dissolution of this Corporation and ordering that the issue of Dissolution be submitted to a vote of Shareholders at this meeting; and

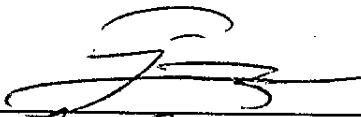
Since the holders of more than a majority of the outstanding shares of the Corporation have voted to authorize Dissolution; it is

RESOLVED, that Sarya, Inc., a Florida Corporation, be dissolved; and

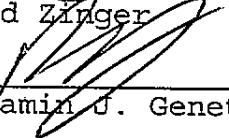
FURTHER RESOLVED, that the appropriate Officers of the Corporation are directed to seize the business operations of the Corporation, except any action that may be necessary to wind up and liquidate the Corporation's business and affairs and to take any further action that may be necessary or appropriate to carry out intent of this RESOLUTION.

The unanimous consent of the Shareholders was given to dissolve this Corporation.

President:


David Zinger

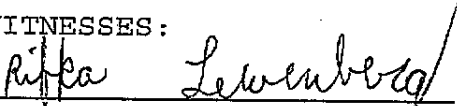
Secretary:



Benjamin J. Genet

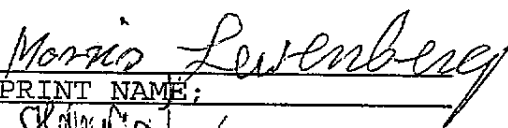
There being no further business to come before the meeting, and upon motion duly made and seconded, the above resolution was affirmed and the meeting was thereupon adjourned.

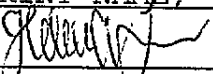
DATED THIS 31 DAY OF December, 1998.

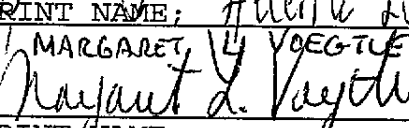
WITNESSES:

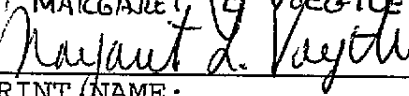

PRINT NAME;

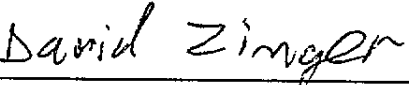

DAVID ZINGER, PRESIDENT

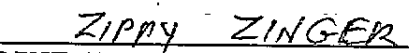

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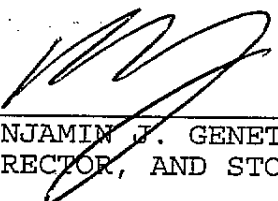

PRINT NAME; Helena Lorn


PRINT NAME; MARGARET VOEGTLI

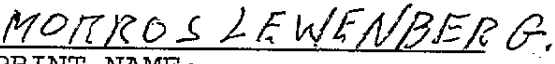

PRINT NAME;


PRINT NAME;


PRINT NAME; ZIPPY ZINGER


BENJAMIN J. GENET, SECRETARY,
DIRECTOR, AND STOCKHOLDER


DORIT GENET, STOCKHOLDER


PRINT NAME;

RIFKA LEWENBERG


ZIPORA ZINGER, TRUSTEE OF ZIPORA
REVOCABLE TRUSE