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FROM: HODGSON, RUSS

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FLORIDA DIVISION OF CORPORATIONS

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072720000242

ACCT#:

CONTACT: DONNA DEMPSEY
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(561) 394-3862

NAME: ELMVIEW SOUTH CONSULTANTS INCORPORATED

AUDIT NUMBER.....H97000018136

DOC TYPE.....DISSOLUTION

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

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**HODGSON RUSS
ANDREWS
WOODS & 6
GOODYEAR LLP**
ATTORNEYS AT LAW

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October 31, 1997

VIA FACSIMILE - 850-922-4000
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir/Madam:

Re: Elmview South Consultants Incorporated
Electronic Filing - Articles of Dissolution

Attached please find Articles of Dissolution along with
the Plan of Liquidation regarding the above referenced
Corporation.

If you have any questions, please do not hesitate to
contact the undersigned immediately.

Thank you for your assistance.

Very truly yours,


Tracey A. Testa
Legal Assistant

tat

Enclosures

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27549.0000

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James A. Porter, P.A.
Of Counsel

RESIDENT IN NEW YORK

Paul R. Concan
Mark S. Klein
Stephen M. Newman

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**ARTICLES OF DISSOLUTION
OF
ELMVIEW SOUTH CONSULTANTS INCORPORATED**

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, these Articles of Dissolution provide that:

ARTICLE I - NAME

The name of the corporation is Elmview South Consultants Incorporated (the "Corporation").

ARTICLE II - DATE DISSOLUTION AUTHORIZED

The dissolution was authorized by the Corporation's shareholders on October 27, 1997.

ARTICLE III - SHAREHOLDER APPROVAL

The dissolution was approved by written consent of the holders of a majority of the Corporation's shares in accordance with the provisions of Section 607.0704 of the Florida Statutes, which is sufficient for dissolution of the Corporation.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of the Corporation by its duly authorized officer on October 27, 1997.

ELMVIEW SOUTH CONSULTANTS INCORPORATED

By: *Violet Zucowski*
Violet Zucowski, President

BOCA:80996_1

PREPARED BY:
Anthony L. Dutton, Esq.
Hodgson, Russ, Andrews, Woods & Goodyear, LLP
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**PLAN OF LIQUIDATION OF
ELMVIEW SOUTH CONSULTANTS INCORPORATED,
A FLORIDA CORPORATION**

THIS PLAN OF LIQUIDATION is adopted October 27, 1997, by a majority of the Shareholders of Elmview South Consultants Incorporated, a Florida corporation.

WHEREAS, the Shareholders own collectively a majority of the issued and outstanding shares of the Corporation; and

WHEREAS, the Shareholders wish to authorize the dissolution and liquidation of the Corporation in accordance with the laws of the State of Florida; now, therefore

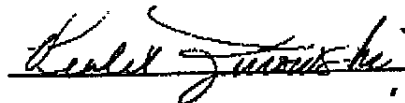
The Shareholders agree to the following:

1. The Shareholders authorize the dissolution and liquidation of the Corporation as quickly as possible in accordance with the plan of liquidation set forth herein.
2. The Shareholders authorize the officers of the Corporation to file appropriate Articles of Dissolution with the Secretary of State of the State of Florida.
3. The Shareholders direct the officers of the Corporation to distribute as soon as practicable the remaining assets of the Corporation, after just debts and expenses have been paid, to all the Shareholders of the Corporation in complete cancellation of all of the issued and outstanding shares.
4. The Shareholders authorize that the liquidation occur and the distributions be completed by October 27, 1998.

CERTIFICATE

The undersigned, being duly elected as Secretary of Elmview South Consultants Incorporated, a Florida corporation, hereby certifies that the foregoing Plan of Liquidation, was validly adopted by a majority of the Shareholders of the Corporation on October 27, 1997.

IN WITNESS WHEREOF, the undersigned sets his or her hand on October 27, 1997.


_____, Secretary

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