

Law Offices of
W. G. Bostick, Jr.

W. G. BOSTICK, JR.
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P92000010174

June 4, 1997

Secretary of State
Division of Corporations
The Capital
Tallahassee, FL 32301

RE: Barbara Refram, Inc.

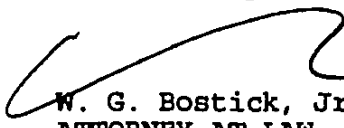
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Dear sir or Madam:

Enclosed please find Share Holders Agreement For Dissolution and Articles of Dissolution of Barbara Refram, Inc. for filing.

Thank you for your courtesy and consideration.

Respectfully submitted


W. G. Bostick, Jr.
ATTORNEY AT LAW

WGB/sg

Enclosures

FILED
97 JUL 14 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
97 JUN -9 AM 8:53
DIVISION OF CORPORATIONS

Diss
175

7-16-97

1053, 1072, 672



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 17, 1997

W. G. Bostick, Jr., Esquire
25 - 56th Street South
St. Petersburg, FL 33707

SUBJECT: BARBARA REFRAM, INC.
Ref. Number: P92000010174

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file articles of dissolution or a certificate of withdrawal is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 797A00032412

RECEIVED
97 JUL 14 PM 8:22
DIVISION OF CORPORATIONS

ARTICLES OF DISSOLUTION OF
BARBARA REFRAM, INC.
A Florida Corporation

FILED

97 JUL 14 AM 9:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO FLORIDA STATUTE 607.1403 Articles of Dissolution
are hereby filed as follows:

1. The name of the corporation is BARBARA REFRAM, INC., A
Florida Corporation.

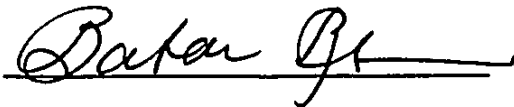
2. Dissolution was authorized by unanimous vote of the
shareholders on 6/2/97, a the original of which is attached.

3. That the Corporation shall be deem dissolved upon receipt
of these articles.

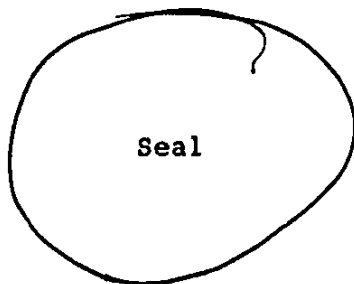
Executed this 2 day of June, 1997.



President, Barabara Refram, Inc.



Secretary



SHARE HOLDERS AGREEMENT FOR DISSOLUTION OF

BARBARA REFRAM, INC.

A Florida Corporation

WHEREAS, the undersigned, being all of the holders of the capital stock of BARBARA REFRAM, INC., A Florida Corporation, have determined that it would be in to best interest of the corporation and the shareholders for the corporation to be dissolved; now therefore, be it:

1. RESOLVED that the shareholders of BARBARA REFRAM, INC., a Florida Corporation hereby agree to the dissolution fo the corporation;

2. FURTHER RESOLVED that the officers and Directors are hereby authorized and directed to take all actions necessary to wind up the affairs of the corporation and to execute any documents necessary and incident thereto;

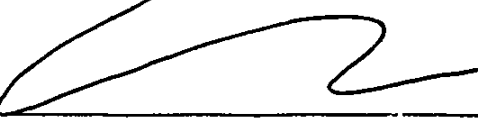
3. FURTHER RESOLVED that the officers and Directors are authorized and directed to apply the assets, in cash or in kind, or the corporation, to the payment of its known debts and obligations, and after so doing are authorized and directed to distribute the remainder of the corporations assets to the shareholders according to their respective interests;

4. FURTHER RESOLVED that the officers and Directors are hereby authorized and required to execute all documents, reports, tax returns and the like in connection with or by reason of the liquidation and dissolution of the Corporation including any forms

as may be required by the Internal Revenue Service or the U.S. Treasury Department;

5. FURTHER RESOLVED that on completion of all liquidation actions, the officers and Directors of the corporation are hereby authorized and required to file all documents required by law to complete the winding up of the affairs and dissolution of the corporation.

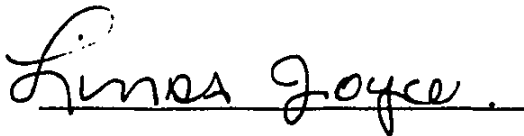
IN WITNESS WHEREOF, the undersigned as sole shareholder of the Corporation has affixed her hand and seal this 2 day of April, 1997.



Witness



Shareholder



Witness