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THE FIRM OF
GILLESPIE & ALLISON, P.A.

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1515 SOUTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

R. BOWEN GILLESPIE III
DONALD M. ALLISON *
BERKLEY M. PARMELEE
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ALSO ADMITTED IN
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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 27, 1996

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines
Tallahassee, Florida 32314

100002044101--9
-01/03/97--01030--020
*****35.00 *****35.00

RE: Convenience Products Corporation
Articles of Dissolution

Dear Sir or Madam:

Enclosed for filing is our client's original Articles of Dissolution along with its check No. 2756 in the amount of \$35.00 for the filing fee regarding said articles.

Thank you for your prompt assistance in this matter.

Sincerely,

Berkley M. Parmelee
Berkley M. Parmelee

BMP:/kjh

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Name	11/3/97
Address	11/3/97
Director	11/3/97
Secretary	11/3/97
Updater	11/3/97
Verifier	11/3/97
Acting Sec	11/3/97
V.P. V	11/3/97

**ARTICLES OF DISSOLUTION
OF CONVENIENCE PRODUCTS CORPORATION**

Pursuant to section 607.1403, Florida Statutes, this Florida Corporation for profit submits the following Articles of Dissolution:

1. The name of the corporation is Convenience Products Corporation (hereinafter the "Corporation").
2. The Corporation maintains its principal office at 1600 South Dixie Highway, Suite 2C, Boca Raton, Florida 33432.
3. All of the shareholders of the Corporation entitled to vote have authorized, approved and consented to the dissolution of the Corporation. Thus, the number of votes cast was sufficient to approve the Corporation's dissolution.
4. The dissolution of the Corporation shall be effective on December 31, 1996.
5. A resolution approving the dissolution of the Corporation was adopted by the written consent of the shareholders without a meeting, which was executed in accordance with Section 607.0704, Florida Statutes.

Signed this 26 day of December, 1996.

Signature



(By the Chairman or Vice Chairman of the Board,
President or other officer)

Adam Rubenstein
President

(Corporate Seal)