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\*\*\*\*\*35.00 \*\*\*\*\*35.00

December 23, 1997

VIA FEDERAL EXPRESS

Department of Corporations  
Amendment Section  
409 E. Gaines St.  
Tallahassee, FL 32399

RE: J & L Financial Corp.

Dear Sir/Madam:

Enclosed please find Articles of Dissolution for J & L Financial Corp. together with a check in the amount of \$35.00 for the filing fee.

Kindly dissolve the corporation before December 31, 1997.

I would appreciate it if you would return a conformed copy indicating the date of the dissolution in the enclosed self addressed, pre-stamped envelope.

Thank you.

Very truly yours,



Norman S. Frank

NSF:anf  
Enclosures

FILED  
97 DEC 24 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Diss

LFT

1-7-98

FILED

97 DEC 24 PM 1:53

J & L FINANCIAL CORP.

**ARTICLES OF DISSOLUTION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J & L FINANCIAL CORP., a Florida corporation, executes the following articles of dissolution pursuant to section 607.1403 of the Florida Business Corporation Act:

- FIRST:** The name of the corporation is J & L FINANCIAL CORP. (the "company").
- SECOND:** The shareholders of the company approved the dissolution of the company on December 19, 1997.
- THIRD:** The number of votes cast by the shareholders of the company for dissolution was sufficient for approval of that action.

EXECUTED

12/23/97  
date

J & L FINANCIAL CORP.

By: Harvey Madoff

Name: HARVEY MADOFF

Title: President