

GREGORY S. FLANAGAN, P.A.

ATTORNEY AT LAW

230 NORTHEAST 25TH AVENUE

SUITE 200

OCALA, FLORIDA 34470-6632

TELEPHONE (352) 722-2773

TELEFAX (352) 622-5486

September 24, 1997

P93000000106

Florida Department of Revenue
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Ira-Fran Corporation

000002303500--9

-09/25/97--01078--005

*****35.00 *****35.00

Dear Sir:

Enclosed please find Articles of Dissolution of Ira-Fran Corporation together with Statement of Consent by the Shareholders and Directors of Ira-Fran Corporation requesting immediately dissolution effective upon filing and in any event no later than September 30, 1997. Also enclosed is my check in the amount of \$35.00 which represents your fee for the dissolution of this corporation.

Please send verification of the dissolution to my office at 230 Northeast 25th Avenue, Suite 200, Ocala, Florida 34470.

Should you have any questions regarding the enclosed, please do not hesitate to contact me at my office. Thank you.

Sincerely,

GREGORY S. FLANAGAN, P.A.


Gregory S. Flanagan

GSF:whb

Enclosures: As Stated Above

(c:lfr-secretary)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 25 PM 12:41

**ARTICLES OF DISSOLUTION
OF
IRA-FRAN CORPORATION**

IRA-FRAN CORPORATION, a Florida Corporation, by and through it's Board of Directors, and all Shareholders and pursuant to Florida Statutes 607.1402 and 607.1403 hereby files these Articles of Dissolution and says:

1. The name of the corporation is IRA-FRAN CORPORATION.
2. Dissolution was authorized on June 30, 1997.
3. Dissolution was unanimously approved by all shareholders by written consent and therefore the number of votes cast for dissolution was sufficient for approval.
4. Shareholders voting by Voting Groups was not required for approval of Dissolution.
5. Dissolution is to be effective September 30, 1997 or immediately upon the filing of these Articles of Dissolution with the Florida Secretary of State, whichever occurs first.

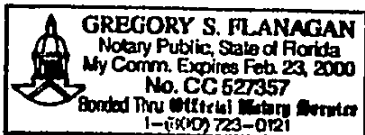
IRA-FRAN CORPORATION

By: Catherine Gay
Catherine Gay, President

SEP 25 PM 12:41

STATE OF FLORIDA
COUNTY OF MARION

The foregoing was acknowledged before me this 24 day of September, 1997 by CATHERINE GAY, as President of IRA-FRAN CORPORATION.



NOTARY PUBLIC

Sign: Gregory S. Flanagan
Print: GREGORY S. FLANAGAN
State of Florida at Large
My Commission Expires:

Personally known or produced identification _____
Type of identification produced _____
(c:diss-ira)

**STATEMENT OF CONSENT BY THE SHAREHOLDERS
AND DIRECTORS OF IRA-FRAN CORPORATION**

The undersigned, being all of the Shareholders and Directors of IRA-FRAN CORPORATION, a Florida Corporation (the "Corporation"), in the manner authorized by § 607.0704, Florida Revised Statutes (1995), as amended, and in lieu of a special meeting, do hereby consent to the adoption of the following resolutions:

RESOLVED, that in the judgment of the Board of Directors of the Corporation it is deemed advisable and for the benefit of the Corporation that it should be dissolved; and

FURTHER RESOLVED, that it is the intention of the Directors to effectuate the liquidation of the Corporation pursuant to § 331 and 336 of the Internal Revenue Code of 1986, as amended; and

FURTHER RESOLVED, that the Directors do hereby adopt and approve the plan of liquidation attached hereto as Exhibit "A" to effect such liquidation, such plan to be effective as of the date of its approval; and

FURTHER RESOLVED, that all of the Shareholders of the Corporation hereby approve of the plan of liquidation attached hereto as Exhibit "A"; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any or all of the tangible assets of the Corporation, which in their judgment should be sold or liquidated to facilitate the liquidation of the Corporation; and

FURTHER RESOLVED, that, after providing for all the proper debts of the Corporation, the remaining assets of the Corporation, including but not limited to cash, mortgages, and notes receivable, be distributed to all the shareholders of the Corporation; and

FURTHER RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation of the Corporation and the distribution of all its assets be commenced immediately, and that its subsequent dissolution and the distribution of all its assets be completed as soon as practicable; and

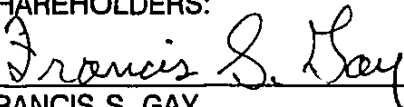
FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such further acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and to effectuate fully the purposes of the foregoing resolutions; and

FURTHER RESOLVED, that such actions are hereby ratified, confirmed, and approved.

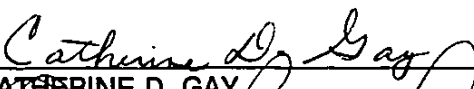
IN WITNESS WHEREOF, the undersigned have hereto affixed their respective signatures in their capacity as Shareholders and Directors, it being understood that this statement of consent shall be effective without any further action as of the date hereof.

DATED this 30th day of June, 1997.

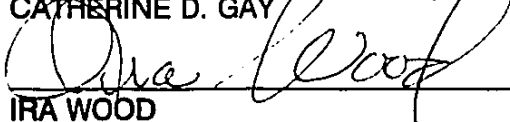
SHAREHOLDERS:



FRANCIS S. GAY

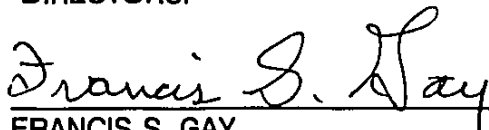


CATHERINE D. GAY

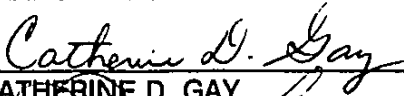


IRA WOOD

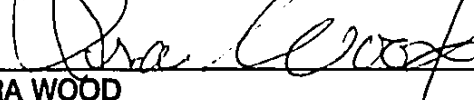
DIRECTORS:



FRANCIS S. GAY



CATHERINE D. GAY



IRA WOOD

Exhibit "A"
Agreement and Plan of Complete Liquidation of Ira-Fran Corporation

AGREEMENT AND PLAN OF COMPLETE LIQUIDATION made this 30th day of June, 1997, between FRANCIS S. GAY, CATHERINE D. GAY, and IRA WOOD, (hereinafter called the "Shareholders"), and IRA-FRAN CORPORATION, a Florida Corporation (hereinafter called the "Corporation").

RECITALS

WHEREAS, the Shareholders own collectively 100% of the issued and outstanding capital stock of the Corporation; and

WHEREAS, the Shareholders wish to approve, authorize, and consent to the voluntary dissolution of the Corporation in accordance with the laws of the State of Florida;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. The Shareholders approve, authorize, and consent to the voluntary dissolution of the Corporation, such dissolution to be effected as promptly as possible in accordance with the plan of complete liquidation set forth in this agreement.
2. The Shareholders hereby authorize the officers of the Corporation to liquidate all of the property of the Corporation on such price and terms as they find acceptable.
3. The Shareholders hereby further authorize the officers of the Corporation to file a Consent of Stockholders to dissolution (or equivalent thereof) and appropriate articles of dissolution with the Secretary of State of the State of Florida after liquidation of the Corporation property.
4. The Shareholders hereby resolve that after liquidation of the Corporation's property and payment of the Corporation's debts or after making provision therefore the officers of the Corporation shall distribute all of the remaining property of the Corporation in complete cancellation or redemption of all of its issued and outstanding capital stock, such distribution to be made as promptly as practicable.

IN WITNESS WHEREOF, the parties hereto have cause this Agreement and Plan of Complete Liquidation to be executed by their respectively authorized officers as of the day and year first above written.

SHAREHOLDERS:

Francis S. Gay
FRANCIS S. GAY

Catherine D. Gay
CATHERINE D. GAY

Ira Wood
IRA WOOD

IRA-FRAN CORPORATION
a Florida Corporation

Attest: Francis S. Gay Secretary By: Ira Wood President