

VOIDS
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ARTICLES OF DISSOLUTION PURSUANT TO
§ 607.1403 OF THE FLORIDA GENERAL
CORPORATION ACT OF
FTL ENTERPRISES, INC.

To: Department of State
Tallahassee, Florida 32304

Date Paid
Filing Fee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation.

FIRST: That the name of the corporation is FTL ENTERPRISES, INC.

SECOND: That dissolution was authorized during a special meeting of shareholders held on December 27, 1996.

THIRD: That the dissolution of the corporation was approved by unanimous written consent of all shareholders. A copy of such written consent is attached to these articles.

Dated: December 27 1996.

FTL ENTERPRISES, INC.

By: William Seward
WILLIAM ROYAL SEWARD, President

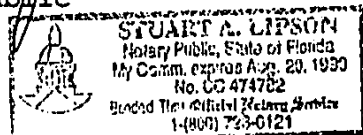
STATE OF FLORIDA §
COUNTY OF BROWARD §

WILLIAM ROYAL SEWARD being duly sworn, deposes and says that he is PRESIDENT of FTL ENTERPRISES, INC., the corporation mentioned and described in the foregoing instrument; that he has read and signed the same and that the statements contained therein are true.

William Seward
WILLIAM ROYAL SEWARD

The foregoing instrument was acknowledged before me this 27th day of December, 1996, by WILLIAM ROYAL SEWARD, who is personally known to me or has produced _____ as identification and who did take an oath.

Notary Public
Name:
Address:



SHAREHOLDER WRITTEN CONSENT TO DISSOLUTION OF
FTL ENTERPRISES, INC.

UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

WHEREAS, at a special meeting of the Board of Directors of FTL ENTERPRISES, INC. held at 6980 W. McNab Road, Tamarac, Florida, on the 27th day of December, 1996, the Board of Directors of this corporation duly adopted resolutions recommending the dissolution pursuant to the terms and conditions set forth in the Director's Resolution of 27th day of December, 1996,; and

WHEREAS, since the corporation is insolvent, due to extensive outstanding debts and obligations and the questionable prospect of collecting sufficient receivables to generate cash to pay off liabilities as they come due; The corporation has no prospects of raising enough capital to pay off this liability. It is agreed that it is in the best interest of the corporation, and third parties to dissolve the corporation;

NOW, THEREFORE, each of the undersigned shareholders of said corporation, each holding of record at the close of business on the 27th day of December, 1996, the number of shares entitled to vote hereinbelow set opposite his or her signature, consisting, in the aggregate, of shareholders entitled to exercise 100% of the voting power of said corporation on the aforesaid state of record. does hereby approve and consent to the principal terms and conditions of the aforesaid;

The undersigned do further hereby authorize, and direct that:

1. The President of this corporation execute Articles of Dissolution;
2. That the President may take whatever steps are necessary or appropriate to carry out the intent of this resolution.

IN WITNESS WHEREOF, each of the undersigned has hereunto signed his name and set opposite thereto the date of signing and the number of shares entitled to vote held by such person of record at the close of business day December, 1996.

<u>NAME</u>	<u>DATE OF SIGNING</u>	<u>NUMBER OF SHARES</u>
<u>William Seward</u> WILLIAM ROYAL SEWARD	<u>12/27</u> , 1996	100