793000025499 UNIVERSAL FRANCHISE OPPORTUNITIES CORP.

c/o WALTER SMALL 930 FIFTH AVE. STE.5E New York, N.Y. 10021

Tel:212-439-6999

October 2, 1997

100002314581--5 -10/08/97--01030--011 ******35.00 ******35.00

Division of Corporations P.O. Box 6327 Tallahassee, Fl. 32314

To Whom It May Concern:

Enclosed please find Articles of Dissolution in duplicate for S.P. Unlimited, Inc a wholly owned subsidiary of Universal Franchise Opportunities Corp. (UFOC). Also, enclosed please find UFOC check #2142 for \$35.00 to cover the dissolution fee.

Please return the duplicate copy of the Articles of Dissolution for S.P. Unlimited, Inc to:

Universal Franchise Opportunities Corp. c/o Mr. Walter Small 930 Fifth Avenue, Ste. #5E
New York, N.Y. 10021
Tel. #(212) 439-6999

Thank you for your cooperation.

Respectfully,

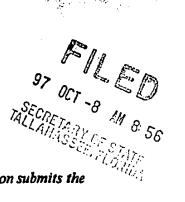
Walter Small, Pres.

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SECRETARY LESSAIE
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De 10/13

Vol. Diss.

ARTICLES OF DISSOLUTION



Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST:	The name of the corporation is: S. P. Unlimited, Inc.	_
SECOND:	The date dissolution was authorized: August 29, 1997	
THIRD:	Adoption of Dissolution (CHECK ONE)	
	solution was approved by the shareholders. The number of votes cast for dissolutions sufficient for approval.	1
Diss	solution was approved by vote of the shareholders through voting groups.	
	The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:	
The	e number of votes cast for dissolution was sufficient for approval by	
	(voting group)	
Sign	ned this 16th day of September , 19 97	
Signature	Miles Sale	
	(By the Chairman or Vice Chairman of the Board, President, or other officer)	
	Walter Small (Typed or printed name)	
	Chief Executive Officer (CEO) (Title)	