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Secretary of State of Florida
Corporate Records
P. O. Box 6327
Tallahassee, FL 32314

900002032529--7
-12/18/96-01064-005
*****35.00 *****35.00

RE: PAIN & INK, INC.

Gentlemen:

Enclosed for filing relative to the captioned corporation are the following:

- Articles of Dissolution; and
- Resolution to Dissolve

Also enclosed is the firm's trustee check for the requisite filing fee.

Please see that this corporation is dissolved on or before December 31, 1996. Please return a file marked copy in the stamped, self-addressed envelop enclosed.

Should you have any questions, please contact me.

Very truly yours,

Diana Tual
Diana Tual

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encls.

APPROVED
AND
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEC 18 1996

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ARTICLES OF DISSOLUTION

1. The name of the corporation is PAIN & INK, INC.
2. The names and respective addresses of its officers and directors are:

Daniel Panosian
1750 Shoreview Drive
Indialantic, FL 32903

Stormy Panosian
1750 Shoreview Drive
Indialantic, FL 32903


3. All debts, obligations and liabilities of the corporation have been paid or discharged.


4. No property remains for distribution to shareholders after applying it to the payment of the liabilities and obligations of the corporation.

5. There are no actions pending against the corporation in any court.

6. A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the date affixed thereto.

DATED this 1th day of Dec., 1996.


Daniel Panosian, President,
Director/Shareholder


Stormy Panosian, Secretary,
Treasurer/Director/Shareholder

SECRETARY OF STATE
TALLAHASSEE
FLORIDA

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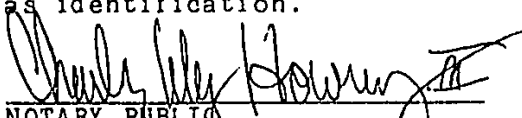
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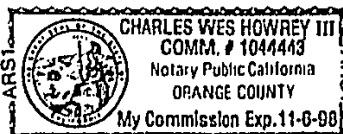
STATE OF CALIFORNIA

COUNTY OF Orange

BEFORE ME personally appeared DANIEL PANOSIAN and STORMY PANOSIAN, who are all the officers, directors and shareholders of PAIN & INK,, INC., and acknowledged before me that they executed the foregoing Articles of Dissolution.

Subscribed and sworn to before me on the 7th day of Dec., 1996, by DANIEL PANOSIAN and STORMY PANOSIAN. They are personally known to me or produced Drivers License as identification.


NOTARY PUBLIC,
Commission No. 1044443
Commission Expires: Nov. 6, 1998



WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS
IN LIEU OF SPECIAL MEETING OF THE STOCKHOLDERS
AND BOARD OF DIRECTORS PURSUANT TO SECTIONS 607.1403
OF THE FLORIDA GENERAL CORPORATION ACT

at a Meeting to Liquidate and Dissolve

PAIN & INK, INC.

The undersigned, being all of the shareholders and directors of the above-named corporation, hereby take the following actions by written consent in lieu of a Special Meeting of the Board of Directors and Stockholders:


RESOLVED, that the corporation be liquidated in accordance with the provisions of Section 6043 of the Internal Revenue Code of 1954, as amended; and further


RESOLVED, that in accordance with such plan of liquidation the officers, directors and the accountant for the corporation be and they hereby are authorized and directed to:

1. File Form 966 with the District Director of Internal Revenue Service at Chamblee, Georgia, together with a copy of this consent;
2. Transfer all the assets of the corporation to the stockholders of the corporation;
3. Distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation;
4. File a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida;
5. File all other forms and documents required by the State of Florida and the Federal government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets; and
6. Provide for the payment of any indebtedness owned by the corporation to any creditors or lienors; and

FURTHER RESOLVED, that all actions taken on behalf of this corporation by the officer and director in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets be, and the same hereby are, ratified and confirmed in all respects.

Dated: DEC 7th 96


DANIEL PANOSIAN, Shareholder
and Director


STORMY PANOSIAN, Shareholder
and Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED