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March 26, 1997

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32399

RE: PERI UNITED OF SOUTH FLORIDA, INC.
Our file # 96-001

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-03/31/97--01105--003
*****87.50 *****87.50

Dear Sir or Madam:

Enclosed please find two copies of Articles of Dissolution for PERI UNITED OF SOUTH FLORIDA, INC.

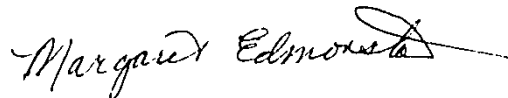
Also enclosed please find our check in the amount of \$87.50. This check includes payment for the following:

Filing Fee	\$35.00
Certified Copy Fee	<u>\$52.50</u>
TOTAL	\$87.50

Please send the certified copy of Articles of Dissolution back to the undersigned.

Thank you for your assistance in this matter.

Sincerely,



Margaret Edmonston, Assistant to
William F. Poole, IV
POOLE & CLEMENTS, P.A.

/me
Enc.

FILED
97 MAR 31 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Diss
NFS 4-2-97

ARTICLES OF DISSOLUTION

OF

PERI UNITED OF SOUTH FLORIDA, INC.

WHEREAS, the undersigned officers of PERI UNITED OF SOUTH FLORIDA, INC., do hereby submit these Articles of Dissolution to the Secretary of State for the purpose of dissolving PERI UNITED OF SOUTH FLORIDA, INC., and state as follows:

a. Name of corporation to be dissolved:

PERI UNITED OF SOUTH FLORIDA, INC.

b. Name and address of the officers of the corporation to be dissolved:

President	Charles G. Halgren 6757 Edgewater Commerce Parkway Orlando, Florida 32810
Vice President	John A. Bergman 6757 Edgewater Commerce Parkway Orlando, Florida 32810
Treasurer	Charles G. Halgren 6757 Edgewater Commerce Parkway Orlando, Florida 32810
Secretary	William F. Poole, IV 644 West Colonial Drive Orlando, Florida 32804

c. Name and address of the directors of the corporation to be dissolved:

Charles G. Halgren
6757 Edgewater Commerce Parkway
Orlando, Florida 32810

John A. Bergman
6757 Edgewater Commerce Parkway
Orlando, Florida 32810

William F. Poole, IV
644 West Colonial Drive
Orlando, Florida 32804

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- d. All liabilities and obligations of the corporation have been discharged.
- e. All remaining property and assets of the corporation have been distributed among the Shareholders in accordance with their respective rights and interest.
- f. There are no actions pending against the corporation in any Court and to the best of its knowledge has no Judgment, Order or Decree which has been entered against or is pending against the corporation.
- g. The corporation elected to dissolve by act of the corporation, a copy of said Resolution to Dissolve, adopted by unanimous consent of the Shareholders of the Corporation was passed on the 24th day of March, 1997, and is attached hereto and made a part hereof.

Dated: March 24, 1997


CHARLES G. HALGREN, President


WILLIAM F. POOLE, IV, Secretary

STATE OF FLORIDA

COUNTY OF ORANGE

On the 26th day of March, 1997, before me, a Notary Public for said county, appeared WILLIAM F. POOLE, IV, personally known by me and whom, after being duly sworn, says that he is the secretary of PERI UNITED OF SOUTH FLORIDA, INC., and acknowledges that said instrument was signed and sealed in behalf of said corporation by authority of its shareholders and CHARLES G. HALGREN, its president, and WILLIAM F. POOLE, its secretary executing said instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of March, A.D., 1997.

NOTARY SEAL

MARGARET EDMONSTON
Notary Public, State of Florida
My comm. exp. Jan. 25, 2000
Comm. No. CC527757


NOTARY SIGNATURE

MARGARET F. Edmonston
PRINTED NOTARY SIGNATURE

Written Consent of the Stockholders and Directors in Lieu of Special Meeting of the
Stockholders and Board of Directors of PERI UNITED OF SOUTH FLORIDA, INC.
Pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act

The undersigned, being all the Stockholders and Directors of PERI UNITED OF SOUTH FLORIDA, INC., 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 dissolved in accordance with the following plan of dissolution and liquidation:

1. The plan of dissolution and liquidation shall be that the appropriate officers of the Corporation shall utilize their best efforts to collect all accounts receivable and to take all funds generated together with funds currently on hands and pay all accounts payable, but if funds are insufficient to pay accounts payable, accounts payable shall be paid pro rata. If any funds are available after payment in full of the accounts payable, the funds shall be divided pro rate amongst the stockholders. The Board of Directors certifies that the plan of dissolution has been acted upon and all remaining assets of the Corporation after payment of all corporate indebtedness were distributed to Peri, Inc., as its sole shareholder, prior to December 31, 1996. The stockholders as of the date of this corporate action are as follows:

PERI, INC. 100 SHARES

2. The dissolution of this Corporation shall be effective upon the filing of the Articles of Dissolution with the Secretary of State, State of Florida.

FURTHER RESOLVED, that in accordance with such plan of dissolution, the proper officers be and they hereby are authorized and directed to take such steps as are necessary to give effect to this Resolution including but not limited to:

1. File a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida, and
2. 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.

FURTHER RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing resolution to dissolve and liquidate the corporation be and the same are hereby ratified and confirmed in all respects.


DATED: 3/24/97

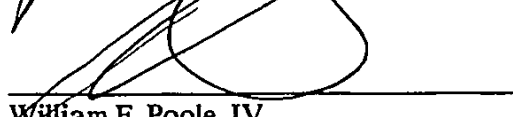
SHAREHOLDER:
PERI, INC.

By: Charles G. Halgren
Its: President

DIRECTORS:


Charles G. Halgren


John A. Bergman


William F. Poole, IV