

P93000057456



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 349024 9046A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 30, 1997

ORDER TIME : 10:29 AM

ORDER NO. : 349024-005

CUSTOMER NO: 9046A

400002159824--4

-04/30/97--01020--004

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

CUSTOMER: Michelle Mouser, Legal Asst
Fox And Fox, P.a.
Suite 100
28050 U.s. Highway 19 North
Clearwater, FL 34621

DOMESTIC FILINGS

NAME: BEN-G HOLDINGS 1993, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

FILED
97 APR 30 PM 1:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA
4/30
RECEIVED
97 APR 30 AM 10:44
DIVISION OF CORPORATION

FILED

97 APR 30 PM 1:35

ARTICLES OF DISSOLUTION PURSUANT TO SECTION
607.1403 OF THE FLORIDA BUSINESS CORPORATION ACT OF BEN-G HOLDINGS 1993, INC. SECRETARY OF STATE
TALLAHASSEE FLORIDA

To: Department of State
Tallahassee, Florida 32314

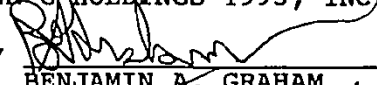
Date Paid
Filing Fee \$35.00


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

1. The name of the corporation is BEN-G HOLDINGS 1993, INC.
2. The Dissolution was authorized on April 28, 1997.
3. The number of votes cast for dissolution was sufficient for approval.
4. Adequate provision has been made for the payment of all of the liabilities and obligations of the corporation.
5. No property or assets remained to be distributed among the shareholders of the corporation after the payment of all debts, obligations, and liabilities of the corporation.
6. There are no actions pending against the corporation in any court.
7. The corporation elected to dissolve by act of the corporation, a resolution to dissolve having been duly adopted by the shareholders on April 28, 1997. A copy of this resolution is attached to these Articles.

Dated April 28, 1997.

BEN-G HOLDINGS 1993, INC.

By 
BENJAMIN A. GRAHAM
President

By 
KEITH M. GRAHAM,
Secretary/Treasurer

The foregoing instrument was acknowledged before me this 28th day of April, 1997 by BENJAMIN A. GRAHAM AND KEITH M GRAHAM, who has produced a driver's license as identification.


Notary Public

My commission expires:

Does Not Expire While I am

A Notary Public in the State of Florida

It is resolved that the Board of Directors considers it in the best interest of the corporation to dissolve and distribute the assets to its creditors and shareholders. It is resolved that this resolution shall be presented to a meeting of the shareholders to be held on April 28, 1997 and due notice of the meeting shall be given to the shareholders of the corporation.

It further resolved that the Board of Directors considers it in the best interests of the corporation to dissolve in accordance with Florida Statutes.

It is further resolved that the assets of the corporation are insufficient to pay the outstanding loans currently on the corporate books of the corporation.

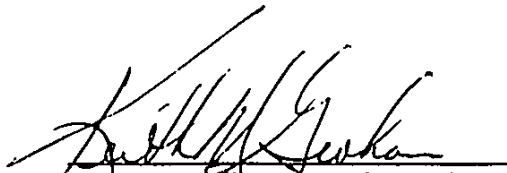
It is further resolved that all the property remaining in the corporation as of this date shall be distributed to the shareholders or creditors which have loans from the corporation.

It is further resolved that after this distribution the officers are authorized to file Articles of Dissolution with the Secretary of State and the officers are also further directed to take whatever action is necessary to wrap up the affairs of the corporation and distribute the assets in accordance with the terms of this resolution.

Upon Motion duly made, seconded and carried out by Ninety (90%) Percent of the Stockholders, the corporate resolution was adopted.

There being no further business, the meeting was, on motion, adjourned.

Dated: April 28, 1997

A handwritten signature in dark ink, appearing to read "Keith M. Goshen", is written over a horizontal line.