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March 3, 1997

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32301

700002107747--7  
-03/10/97--01002--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Everything Says Cape Coral, Inc.  
Articles of Dissolution

700002107747--7  
-03/10/97--01002--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Gentlemen:

Please find enclosed original Articles of Dissolution for the above-referenced corporation along with our client's check in the amount of \$35.00 for filing fees. Please file the articles and return the receipt for same in the envelope provided for your convenience.

Thank you for your attention to this matter.

Very truly yours,

*Sue Despres*  
Susan C. Despres  
Corporate Paralegal

scd  
Enclosures

VIA CERTIFIED MAIL  
RETURN RECEIPT - P 148 394 808

FILED  
97 MAR -7 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
VOID DIS  
3/11

ARTICLES OF DISSOLUTION  
BY DIRECTORS OF  
EVERYTHING SAYS CAPE CORAL, INC.

TO: Department of State  
Tallahassee, Florida 32304

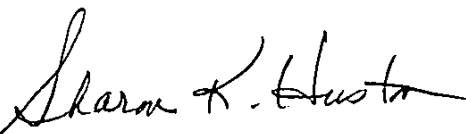
Date Paid  
Filing Fee \$ 35.00

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91 MAR - 7 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

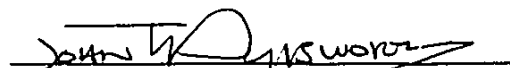
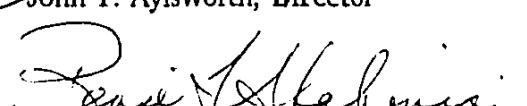
Pursuant to the provisions of Section 607.1402 of the Florida General Corporation Ace, the undersigned, being the sole director of the corporation hereinafter named, adopt the following articles of dissolution.

1. The name of the corporation is Everything Says Cape Coral, Inc.
2. The date of issuance of its Certificate of Incorporation is October 15, 1993.
3. None of the corporation's shares have been issued.
4. The corporation has not commenced business.
5. No debts of the corporation remain unpaid.
6. The directors elected unanimously that the corporation be dissolved by resolution adopted on Dec. 31, 1996. A copy of such resolution is attached to these articles.

DATED: Dec 31, 1996.

  
Sharon K. Huston  
Notary Public, State of Florida  
Commission No. CC 379432  
My Commission Expires 07/19/98  
1-800-J-NOTARY - Fla. Notary Service & Bonding Co.

  
John F. Tuzee, Director

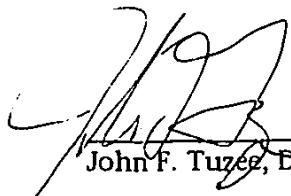
  
John T. Aylsworth, Director  
  
Renee T. Shahinian, Director

**WRITTEN RESOLUTION IN LIEU OF A SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF  
EVERYTHING SAYS CAPE CORAL, INC.**


The undersigned, being all of the directors of Everything Says Cape Coral, Inc., hereby takes the following actions by written consent in lieu of a meeting, pursuant to the authority of the Florida Business Corporation Act:

1. The directors hereby consent, authorize and approve the dissolution of the corporation. The Articles of Dissolution of the Corporation shall be prepared and filed as soon as possible. The dissolution of the corporation shall be effective upon filing of the Articles of Dissolution.
2. The execution of these minutes by a director shall constitute waiver of the requirement of a formal meeting, and an approval of these minutes, as well as a ratification of all resolutions set forth in these minutes by each director or shareholder so signing.

Dated as of Dec 31, 1996.

 2/12/97  
John F. Tuzee, Director

  
John T. Aylsworth, Director

  
Renee T. Shahinian, Director

