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815 WALKER, SUITE 1640

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September 8, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

REPLY TO:

Miami

Re: F.S. & G. Corporation
File No. 94-1056

Dear Sir or Madam:

Enclosed for filing are the following documents:

1. Articles of Dissolution of F.S. & G. Corporation, a Florida corporation;
2. Affidavit of Resignation of Officer and/or Director for Sigmund Lefkovitz; and
3. Affidavit of Resignation of Officer and/or Director for Glenn Lefkovitz.

Also enclosed is our check made payable to the Department of State in the amount of \$192.50 for payment of the filing and certified copy fees.

Please file these documents and return a certified copy of the Articles of Dissolution in the self-addressed stamped envelope provided herewith for your convenience.

Your cooperation in this matter is greatly appreciated.

Sincerely,

Judy Wikel Baxter

Judy Wikel Baxter, CLA
Certified Legal Assistant

/jwb
Enclosures

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*****113.75 *****43.75

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CJC #113.75*

FILED
99 SEP -9 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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September 10, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

REPLY TO:

Miami

Attention: *Thelma Lewis*

Re: F.S. & G. Corporation
File No. 94-1056

Dear Thelma:

Pursuant to our telephone conversation this morning regarding the filing/certified copy fees for the documents to be filed for F.S. & G. Corporation, enclosed is a replacement check made payable to the Florida Department of State in the amount of \$113.75. Please return the original check to us with the certified copy of the Articles of Dissolution.

If you have any questions concerning this matter, please do not hesitate to contact me. My direct line is (305) 860-7124.

Thank you.

Sincerely,

HOLTZMAN, KRINZMAN,
EQUELS & FURIA

Judy Wikel Baxter
Judy Wikel Baxter, CLA
Certified Legal Assistant

/jwb
Enclosures

ARTICLES OF DISSOLUTION
OF
F.S. & G. CORPORATION
PURSUANT TO §607.1403 OF THE
FLORIDA BUSINESS CORPORATION ACT

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 F.S. & G. CORPORATION ("Corporation").
2. The Corporation's Certificate of Incorporation was issued on October 20, 1993.
3. The names of the officers of the Corporation are as follows:

<u>Name</u>	<u>Office</u>
Sigmund Lefkovitz	President
Glenn Lefkovitz	Secretary

4. The names of the directors of the Corporation are as follows:

Sigmund Lefkovitz

Glenn Lefkovitz

5. All liabilities and obligations of the Corporation have been paid or discharged or adequate provision has been made for the payment of all of the liabilities and obligations of the Corporation.
6. All the property and assets of the Corporation remaining after the payment of all debts, obligations, and liabilities of the Corporation, have been distributed among its shareholders in accordance with their respective rights and interest.
7. There are no actions pending against the Corporation in any court.
8. The Corporation elected to dissolve by written consent of its sole shareholder on September 1, 1999, and the number of votes cast for dissolution was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Dissolution this 2nd day of September, 1999.

F.S. & G. CORPORATION, a Florida corporation

By: _____

Sigmund Lefkovitz, President

FILED
99 SEP -9 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA