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LAW OFFICES OF
O'HAIRE, QUINN & CANDLER,
CHARTERED

MICHAEL O'HAIRE
JEROME D. QUINN
RICHARD B. CANDLER
GREGG M. CASALINO

3111 CARDINAL DRIVE
VERO BEACH, FLORIDA 32963
P. O. BOX 4375
VERO BEACH, FLORIDA 32964
(561) 231-6900

FACSIMILE TRANSMISSIONS:
(561) 231-9729

December 18, 1998

BY PRIORITY MAIL

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

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-12/22/98--01042--003
*****43.75 *****43.75

Re: Vero Group International, Inc.

Dear Sir:

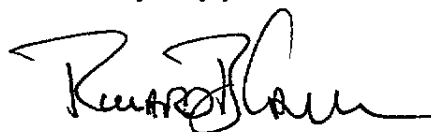
Enclosed is the original and one photocopy of the Articles of Dissolution for Vero Group International, Inc., a Florida corporation. Please file the original of the Articles in your office and return to us a certified copy.

Our check to your order in the sum of \$43.75 is enclosed for the following:

Filing Fee	\$35.00
Certified copy	<u>8.75</u>
Total	<u>\$43.75</u>

If you require anything further, please do not hesitate to contact me.

Very truly yours,


Richard B. Candler

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Enclosures

VS JAN 7 1999

FILED
98 DEC 22 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION PURSUANT TO SECTION
607.1403 OF THE FLORIDA BUSINESS CORPORATION
ACT OF VERO GROUP INTERNATIONAL, INC.**

To: Department of State
Tallahassee, Florida 32314

Date Paid
Filing Fee \$ 35.00

FILED
98 DEC 22 PM 3: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 VERO GROUP INTERNATIONAL, INC.
2. The names and respective addresses of the officers of the corporation are as follows:

Name	Address	Office
Jon F. Russell	P.O. Box 3443 Vero Beach, FL 32964	President
Frederick C. Kentz, Jr.	21 Hilltop Road Mendham, NJ	Secretary

3. Under Section 607.0732 of the Florida Business Corporation Act the shareholders of the Corporation agreed that the Corporation would have no Board of Directors and that the managerial functions otherwise required by statute to be performed by a Board of Directors shall be performed by the Shareholders and such persons shall be deemed to be designated Directors for purposes of satisfying any legal requirement that a transaction or document be approved by a board of directors of a corporation. The names and respective addresses of the shareholders of the corporation are as follows:

Name	Address
Joseph B. Candler, Jr.	505 Live Oak Road Vero Beach, FL 32963
Barbara T. Candler	505 Live Oak Road Vero Beach, FL 32963
Frederick C. Kentz, Jr.	21 Hilltop Road Mendham, NJ
Jon F. Russell	P.O. Box 3443 Vero Beach, FL 32964

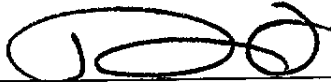
4. The Dissolution was authorized on December 15, 1998. The number of votes cast for dissolution was sufficient for approval.

5. All liabilities and obligations of the corporation have been paid or discharged.
6. 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].
7. There are no actions pending against the corporation in any court or Adequate provision has been made for the satisfaction of any judgment, order, or decree, which may be entered against the corporation in any pending actions or proceedings.
8. The corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has been signed by all shareholders of the corporation or signed in their names by their duly authorized attorneys. A copy of the written consent is attached to these articles.

Dated December, 15, 1998.

VERO GROUP INTERNATIONAL, INC., a
Florida corporation

Attest:



FREDERICK C. KENTZ, Jr., Secretary

By:


JON F. RUSSELL, President

**UNANIMOUS WRITTEN CONSENT TO VOLUNTARY DISSOLUTION
OF THE SHAREHOLDERS
OF
VERO GROUP INTERNATIONAL, INC.**

The undersigned, being all of the shareholders of VERO GROUP INTERNATIONAL, INC., a Florida corporation (the "Corporation"), do hereby consent and subscribe to the following acts and resolutions in lieu of a formal meeting, pursuant to the terms of Sections 607.0704 and 607.1403 of the Florida Business Corporation Act:


RESOLVED, that the shareholders consent to the voluntary dissolution of the corporation and authorize and direct the appropriate officers of the corporation to take all steps necessary or appropriate to carry out the intent of this resolution.

In assent to the above, each of the undersigned stockholders has signed his or her name in counterparts and dated opposite the number of shares of the corporation held by him or her of record on such date.

Signature

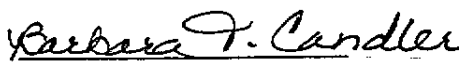
Date

Number of Shares


Joseph B. Candler, Jr.,
as JTWROS

12/11/98

501 Shares

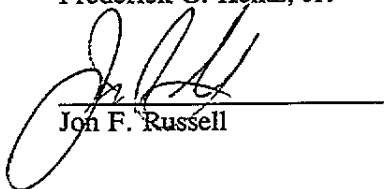

Barbara T. Candler,
as JTWROS

12/11/98


Frederick C. Kentz, Jr.

12/15/98

249.50 Shares


Jon F. Russell

12/11/98

249.50 Shares