



THE UNITED STATES
CORPORATION
COMPANY

P94000009124

ACCOUNT NO. : 072100000032

REFERENCE : 058033 7135588

AUTHORIZATION : Patricia Pizote

COST LIMIT : \$ 43.75

ORDER DATE : December 9, 1998

ORDER TIME : 10:34 AM

ORDER NO. : 058033-005

900002707249--6

CUSTOMER NO: 7135588

CUSTOMER: Nicholas M. Daniels, Esq
Therrel Baisden, P.a.
Suntrust International Center
One S.e. 3rd Ave. Suite 2400
Miami, FL 33131

deiss

DOMESTIC FILINGS

NAME: BERROSE GROUP, INC.

FILED
98 DEC -9 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

RECEIVED
98 DEC -9 AM 11:25
12/9/98
AJR

ARTICLES OF DISSOLUTION
OF
BERROSE GROUP, INC.,
a Florida corporation

98 DEC -9 PM 4:32
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is BERROSE GROUP, INC.
2. The name and respective addresses of its Officers are:

BERNARD BIELER - President
3000 Island Boulevard
Apt. 1203
Miami, Florida 33160

ROSE BIELER - Secretary
3000 Island Boulevard
Apt. 1203
Miami, Florida 33160

3. The name and address of the Directors of the Corporation are:

BERNARD BIELER
3000 Island Boulevard
Apt. 1203
Miami, Florida 33160

ROSE BIELER
3000 Island Boulevard
Apt. 1203
Miami, Florida 33160

4. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.

5. All the remaining property and assets of the Corporation have been distributed to the Shareholders as set forth on the Written Consent attached hereto as Exhibit "A" and made a part hereof.

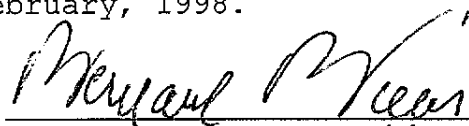
6. There are no actions pending against the Corporation in any court. Further, the Corporation has no intention of revoking

this voluntary dissolution, and the Corporation's name is immediately available for use by any other corporation.

7. Dissolution of the Corporation was approved by the Shareholders as of the 20th day of February, 1998.

8. The dissolution was approved by the Shareholders and such vote was sufficient for dissolution. The Written Consent to Dissolve signed by the Shareholders is attached hereto as Exhibit "A".


DATED as of the 20th day of February, 1998.


BERNARD BIELER, President


ROSE BIELER, Secretary

STATE OF FLORIDA :
SS:
COUNTY OF MIAMI-DADE :

The foregoing instrument was acknowledged before me this 20th day of November, 1998 by BERNARD BIELER, President of BERROSE GROUP, INC., a Florida corporation, who is personally known to me or who has produced _____ as identification.


Notary Public, State of Florida
at Large
Nicholas M. Daniels
Type/Print/or Stamp Name of Notary

My Commission Expires:



Nicholas M. Daniels
MY COMMISSION # CC693508 EXPIRES
February 6, 2002
BONDED THRU TROY PAINT INSURANCE, INC.

STATE OF FLORIDA

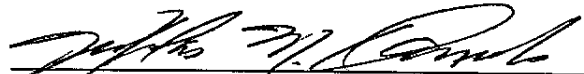
:

SS:

COUNTY OF MIAMI-DADE

:

The foregoing instrument was acknowledged before me this 20th
day of November, 1998 by ROSE BIELER, Secretary of BERROSE
GROUP, INC., a Florida corporation, who is personally known to me
~~or who has produced~~ as identification.



Notary Public, State of Florida
at Large

Nicholas M. Daniels

Type/Print/or Stamp Name of Notary

My Commission Expires:



Nicholas M. Daniels
MY COMMISSION # CC693508 EXPIRES
February 6, 2002

W:\BIELER\CORP DISS VANTAGE TRUST ROY FAIN INSURANCE, INC


**CONSENT OF THE SHAREHOLDERS
TO THE DISSOLUTION OF
BERROSE GROUP, INC.,
a Florida corporation**

The undersigned, being the Shareholders of BERROSE GROUP, INC., a Florida corporation, do hereby consent to the liquidation and dissolution of the Corporation in accordance with a Joint Written Action of the Shareholders and Directors dated as of February 20, 1998, authorizing the Plan of Liquidation and Dissolution.

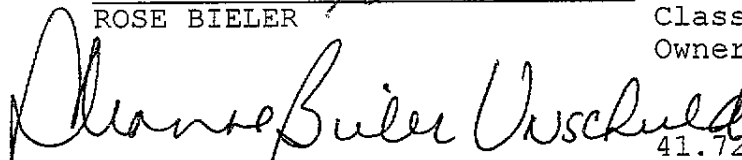
SHAREHOLDERS:


BERNARD BIELER

1 share of
Class A Stock
Ownership


ROSE BIELER

1 share of
Class A Stock
Ownership


DIANNE S. BIELER

41.72 shares of
Class B non-
voting Stock
Ownership


BERNARD BIELER

22.15 shares of
Class B non-
voting Stock
Ownership


WILLIAM H. BIELER

34.13 shares of
Class B non-
voting Stock
Ownership