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November 3, 1997

Florida Department of State
Division of Corporations
Attn: Amendment Section
Room 2001, The Capitol
P.O. Box 6237
Tallahassee, FL 32314

900002338459--8
-11/05/97-01027-005
*****87.50 *****87.50

Re: *TracTel Communications, Inc., a Florida corporation*

Gentlemen:

Enclosed please find the original and one copy of the Articles of Dissolution relative to the above-referenced corporation, along with the attached copy of Written Consent of Directors and Sole Shareholder of TracTel Communications, Inc. approving the dissolution, and the Certificate of the Secretary of the Corporation. Our company check for \$87.50 is also enclosed to cover the following:

Filing fee	\$35.00
Certified copy of Articles of Dissolution	\$52.50

Please return to the undersigned a certified copy of the Articles of Dissolution after they have been filed. A self-addressed stamped envelope is enclosed for your convenience.

Thank you for your courtesy and cooperation in this matter.

Very truly yours,

Marshall S. Harris

Marshall S. Harris

Enclosures

FILED
97 NOV 5 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 10 1997

**ARTICLES OF DISSOLUTION
OF
TRACTEL COMMUNICATIONS, INC.**

FILED
97 NOV -5 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, these Articles of Dissolution provide that:

ARTICLE - NAME

The name of the corporation is TracTel Communications, Inc. (the "Corporation").

ARTICLE II - DATE DISSOLUTION AUTHORIZED


The dissolution was authorized by the Corporation's directors and sole shareholder on Oct. 30, 1997.

ARTICLE III - SHAREHOLDER APPROVAL

The dissolution was approved by a majority of the Corporation's shareholders, which is sufficient for dissolution of the Corporation.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of the Corporation by its duly authorized officer on Oct. 30, 1997.

TracTel Communications, Inc.

By: 
William Brandner, President

**UNANIMOUS WRITTEN CONSENT
OF
SOLE SHAREHOLDER AND DIRECTORS
OF
TRACTEL COMMUNICATIONS, INC.**

The undersigned, constituting the sole shareholder and all of the directors of TRACTEL COMMUNICATIONS, INC., a Florida corporation (the "Company"), pursuant to Sections 607.1402 and 607.082 of the Florida Business Corporation Act, do hereby take the following actions and adopt the following resolutions as if such actions were taken and such resolutions were adopted at a duly called and duly held meeting of the sole shareholder and directors of the Company:


RESOLVED: That the appropriate officers and directors of the Corporation are authorized, empowered and directed to take immediate steps to dissolve the Corporation, wind up its business and dispose of its assets in the manner provided by law;


RESOLVED FURTHER: That the appropriate officers and directors of the Corporation are authorized, empowered and directed to prepare and file Articles of Dissolution with the Florida Department of State to dissolve the Corporation; and

RESOLVED FURTHER: That the appropriate officers of the Corporation are authorized, empowered and directed to take such further action and to execute and deliver such additional documents as any of them may deem necessary or appropriate to effectuate the intent and purposes of the foregoing resolutions.

Dated as of: Oct. 30, 1997

DIRECTORS:


J. William Brandner


Todd D. Thrasher


J. Melvin Stewart

SOLE SHAREHOLDER

**La-Man Corporation,
a Nevada corporation**

By: 
J. William Brandner, President

TRACTEL COMMUNICATIONS, INC.
OFFICER'S CERTIFICATE

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of TracTel Communications, Inc., a Florida corporation and the keeper of the records and the corporate seal of said corporation; that the following is a true and correct copy of the resolution adopted by the Board of Directors and Sole Shareholder in lieu of holding a meeting regarding the same:

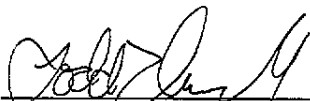
RESOLVED: That the appropriate officers and directors of the Corporation are authorized, empowered and directed to take immediate steps to dissolve the Corporation, wind up its business and dispose of its assets in the manner provided by law;

RESOLVED FURTHER: That the appropriate officers and directors of the Corporation are authorized, empowered and directed to prepare and file Articles of Dissolution with the Florida Department of State to dissolve the Corporation; and

RESOLVED FURTHER: That the appropriate officers of the Corporation are authorized, empowered and directed to take such further action and to execute and deliver such additional documents as any of them may deem necessary or appropriate to effectuate the intent and purposes of the foregoing resolutions.

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary, and have caused the corporate seal of said corporation to be hereto affixed this 30th day of Oct., 1997.

TRACTEL COMMUNICATIONS, INC.

By: 
Todd D. Thrasher, Secretary

(CORPORATE SEAL)