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Secretary of State
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Ameri-Tec Marketing, Inc.
Dissolution

September 19, 1997

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80000229958--7
-09/22/97--01138--005
*****35.00 *****35.00

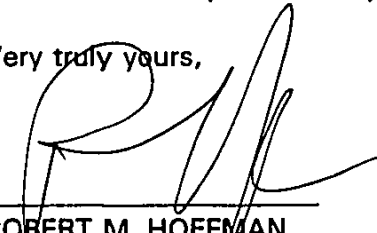
Dear Sir/Madam;

Enclosed please find the above corporation's check #1599, payable to the Secretary of State in the amount of \$35.00 representing the filing fee of the Articles of Dissolution.

Also enclosed are Articles of Dissolution (2 copies) including Consent of Stockholders.

Please call me if you have any questions.

Very truly yours,


ROBERT M. HOFFMAN

RMH/iv
Enc.

c.c. Ameri-Tec Marketing, Inc.

Diss.

9-25-97

CC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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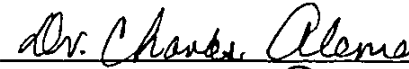
ARTICLES OF DISSOLUTION
WHERE BUSINESS HAS COMMENCED

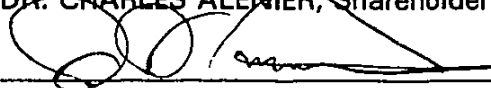
1. The name of the corporation is Ameri-Tec Marketing, Inc.
2. Dissolution was authorized on September 10, 1997.
3. The number of votes cast by the shareholders was sufficient for approval (constituting 100% of the authorized and outstanding share).
4. The number of votes cast for dissolution by each voting group entitled to vote separately on the plan to dissolve was sufficient to approve.

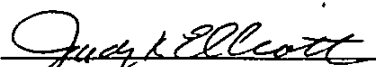
DATED this 19th day of September, 1997.

Ameri-Tec Marketing, Inc.,
a Florida corporation


ANTHONY McLELLAN, Shareholder and Director


DR. CHARLES ALEMER, Shareholder and Director, V.P.


DR. JEROME SUMMERS, Shareholder and Director, Pres.


JUDY ELLIOTT, Shareholder and Director, V.P.


CHRISTOPHER WOOD, Shareholder and Director, Sec. Treas.

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WAIVER OF NOTICE OF SPECIAL MEETING

OF SHAREHOLDERS

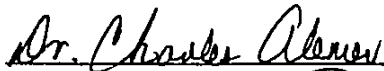
OF


AMERI-TEC MARKETING, INC.

The undersigned, being all of the Shareholders of Ameri-Tec Marketing, Inc., a Florida corporation, hereby waive notice of the time, place and purpose of a special meeting of the shareholders of said corporation and consent and agree that it ~~be~~ held at the offices of the corporation's attorney, Robert M. Hoffman, on the 16 1997, for the purpose of discussing and adopting a proposed plan of liquidation and dissolution of the corporation, and for the purpose of transacting any business which may come before the meeting.

DATED: 9/16/97


ANTHONY McLELLAN, Shareholder and Director


DR. CHARLES ALENIER, Shareholder and Director, v.p.


DR. JEROME SUMMERS, Shareholder and Director, Pres.

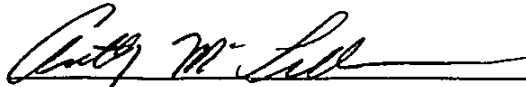

JUDY ELLIOTT, Shareholder and Director, v.p.


CHRISTOPHER WOOD, Shareholder and Director
Tres. Sec.

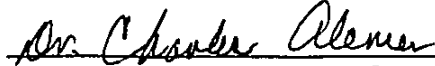
FURTHER RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

DATED: _____

9/16/97



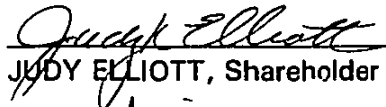
ANTHONY McLELLAN, Shareholder and Director



DR. CHARLES ALENIER, Shareholder and Director, V.P.



DR. JEROME SUMMERS, Shareholder and Director, Pres.



JUDY ELLIOTT, Shareholder and Director, V.P.



CHRISTOPHER WOOD, Shareholder and Director, Sec. Tres.

WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS IN
LIEU OF SPECIAL MEETING OF THE STOCKHOLDERS AND
BOARD OF DIRECTORS PURSUANT TO SECTIONS 607.394 AND
607.134 OF THE FLORIDA GENERAL CORPORATION ACT
AMERI-TEC MARKETING, INC.
AT A MEETING TO LIQUIDATE AND DISSOLVE

The undersigned, being all the Stockholders and Directors of the above named corporation, hereby take the following actions by written consent in lieu of a Special Meeting of the Board of Directors and Stockholders:

RESOLVED, that the corporation be liquidated in accordance with the provisions Internal Revenue Code of 1954, as amended, as determined by the corporation's tax professional.

RESOLVED, that in accordance with such plans of liquidation, the officers, directors, attorney and the accountant for the corporation be and they hereby are authorized and directed to:

1. Timely file the appropriate forms with the District Director of Internal Revenue Service at Chamblee, Georgia, together with a copy of this consent,
2. Transfer all of the assets of the corporation to the stockholders of the corporation,
3. Distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation,
4. File a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida,
5. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and
6. Provide for the payment of any indebtedness owed by the corporation to any creditors or lienors, and