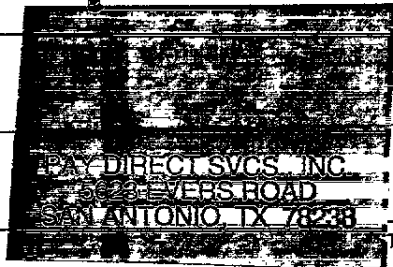


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 *****43.75 *****43.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ *Filing Fee \$35.00* _____ (Document #)
3. _____ *Certificate of Status \$8.75* _____ (Document #)
4. _____ *\$43.75* _____ (Document #)

- Walk in
 Mail out

*Payable to:
 Florida Department of
 State.*

- Certified Copy
 Certificate of Status

NEW FILINGS

Profit	Resignation of R.A., Officer/ Director
NonProfit	Change of Registered Agent
Limited Liability	Dissolution/Withdrawal
Domestication	Merger
Other	

OTHER FILINGS

Annual Report
Fictitious Name
Name Reservation

**REGISTRATION/
 QUALIFICATION**

Foreign
Limited Partnership
Reinstatement
Trademark
Other

FILED
 99 AUG 16 PM 12:42
 SECRETARY OF STATE
 TALAHASSEE, FLORIDA

*VDIS
 8/23*

Examiner's Initials

ARTICLES OF DISSOLUTION

FILED
99 AUG 16 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: PAY DIRECT SERVICES, INC.

SECOND: The date dissolution was authorized: August 3, 1998

THIRD: Adoption of Dissolution (CHECK ONE)

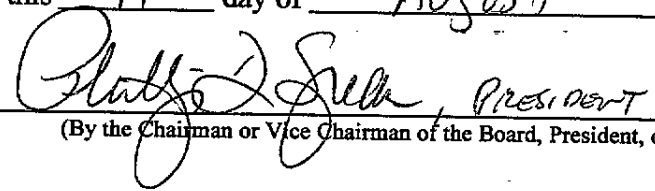
- Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

Phillip D. Spears (only shareholder)
(voting group)

Signed this 11 day of August, 19 98.

Signature 
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Phillip D. SPEARS
(Typed or printed name)

CEO / PRESIDENT
(Title)