

GREGORY J. GORE, P.A.
ATTORNEY AT LAW

709 WASHINGTON ST. • SUITE A • P.O. BOX 780384 • SEBASTIAN, FLORIDA 32978-0384
(561) 589-0055 FAX: (561) 388-3208

P94000064581

July 8, 1998

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

RE: Gemberling's, Inc.

700002588827-5
-07/14/98-01018-026
****185.00 *****35.00

To whom it may concern:

As per my telephone conversation with a representative from your office enclosed please find Articles of Dissolution together with 1998 Corporate Report. I understand that a current report must be filed before the Articles of Dissolution can be processed. Also enclosed please find our check in the amount of \$185.00 representing filing fee for report and dissolution.

Please forward confirmation of dissolution to this office in the self addressed stamped envelope enclosed for your convenience. Thank you.

Very truly yours,

*Signed in Mr. Gore's
Absence to Avoid Delay*

By _____
Gregory J. Gore

GJG:dmg

FILED
98 JUL -7 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Voldes
JUL 13 1998

ARTICLES OF DISSOLUTION
GEMBERLING'S, INC.
A FLORIDA CORPORATION

FILED
98 JUL -7 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is GEMBERLING'S, INC.

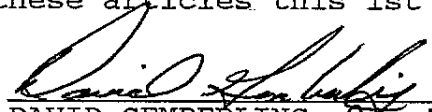
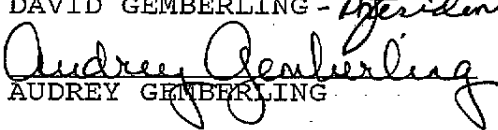
ARTICLE II

Dissolution of the Corporation was authorized on June 1, 1998.

ARTICLE III

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval. Copies of relevant documents indicating consent obtained on June 1, 1998, are attached hereto.

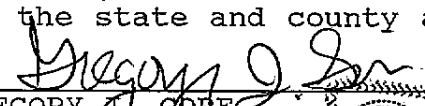
IN WITNESS WHEREOF, the undersigned directors and Trustees have executed these articles this 1st day of June, 1998.

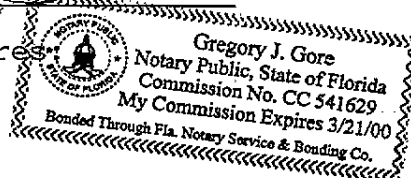

DAVID GEMBERLING - President

AUDREY GEMBERLING

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared, DAVID GEMBERLING and AUDREY GEMBERLING, known to me and known by me to be the person who executed the foregoing Articles of Dissolution or having produced a driver's license as identification, they acknowledged before me that they executed those Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 1st day of June, 1998.


GREGORY J. GORE
My Commission Expires



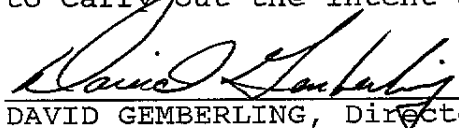
DIRECTOR'S RESOLUTION RECOMMENDING DISSOLUTION
OF
GEMBERLING'S, INC.

Whereas, in the opinion of the surviving directors, it is in the best interest of the corporation and its shareholders that the corporation be dissolved it is;

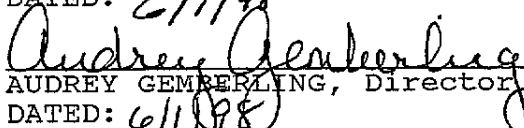
Resolved, that the directors of the corporation recommend that the corporation be dissolved; and

Further resolved, that the question of the dissolution of the corporation be submitted to a vote of shareholders at a special meeting of shareholders hereby called for June 1, 1998, at 10:00 A.M. and to be held at the office of Gregory J. Gore, P.A., 709 Washington Street, Sebastian, Florida; and

Further resolved, that in any event the shareholders approve the dissolution by majority vote, the officers of the corporation are directed to cease the business operations of the corporation, except insofar as may be necessary for the winding up thereof; and to mail or cause to be mailed, to each known creditor of and claimant against the corporation, a notice of intent to dissolve; and to take such other action as is deemed necessary or appropriate to carry out the intent of this resolution.


DAVID GEMBERLING, Director and Trustee.

DATED: 6/1/98


AUDREY GEMBERLING, Director and Trustee


DATED: 6/1/98

UNANIMOUS WRITTEN CONSENT OF
SHAREHOLDERS TO VOLUNTARY
DISSOLUTION OF
GEMBERLING'S, INC.
A FLORIDA CORPORATION

We, the undersigned, being shareholders of GEMBERLING'S, INC., a Florida corporation, do hereby consent to the voluntary dissolution of such corporation and do 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, the undersigned shareholders have signed their names and dated the signing opposite the number of shares of the corporation held by him of record on such date.

Signature	Date	No. of shares
-----------	------	---------------

 DAVID GEMBERLING	6/1/98	100
---	--------	-----

 AUDREY GEMBERLING	6/1/98	100
---	--------	-----


SHAREHOLDER'S RESOLUTION APPROVING DISSOLUTION OF CORPORATION

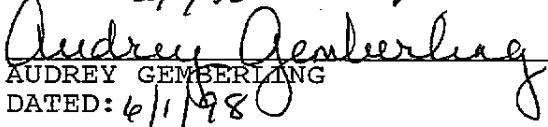
Whereas, the directors and trustees of the corporation, at a meeting held on June 1, 1998, at 709 Washington Street, Sebastian, Florida, adopted resolutions recommending the dissolution of this corporation and ordered that the issue of dissolution be submitted to a vote of shareholders at this meeting; and

Whereas, the holders of all outstanding shares of the corporation have voted to authorize such dissolution; it is

Resolved, that GEMBERLING'S, INC., a Florida corporation, be dissolved; and

Further resolved, that the appropriate officers of the corporation are directed to cease the business operations of the corporation, except insofar as may be necessary for the winding up thereof; and to mail notice of intent to dissolve to all known creditors of and claimants against the corporation; and to take such further action as may be necessary or appropriate to carry out the intent of this resolution.


_____(LS)
DAVID GEMBERLING
DATED: 6/1/98


_____(LS)
AUDREY GEMBERLING
DATED: 6/1/98