19940000077894

1125 Marine Way, J3L North Palm Beach, FL 33408 (561) 627-0887 Fax: (561) 776-1953 190 E. WALTON PL., 403 CHICAGO, IL 60611 (312) 335-9942 FAX: (312) 335-9936

July 1, 1998

Secretary of State Corporation Division P. O. Box 6327 Tallahassee, FL 32314

Re: Coldec, Inc..

700002580527----07/06/98--01083--004 *****35.00 *****35.00

Gentlemen:

Enclosed for filing in your office are Articles of Dissolution for the above corporation, together with a photocopy of the Articles of Dissolution and a check in the amount of \$35.00 to cover the required filing fee.

Please send me a stamped copy of the Articles and a letter confirming the dissolution at the following address:

190 East Walton Pl., #403 Chicago, IL 60611

If there are any questions or problems, please let me know.

Thank you.

Very truly yours,

Amold S. Weisler

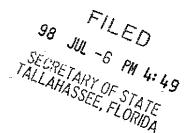
ASW:jz

Encls.

VS JUL 8 1998

17 Maria de la companya della compan

ARTICLES OF DISSOLUTION OF COLDEC, INC.



The undersigned, COLDEC, INC., a Florida corporation (the "Company"), hereby certifies that:

- 1. The name of the Company is Coldec, Inc.
- The dissolution of the Company was authorized on June 24, 1998.
- 3. The dissolution of the Company was approved by written consent of all shareholders in accordance with Section 607.0704 of the Florida Business Corporation Act and such written consent has been signed by all shareholders of the Company, so that the number cast is sufficient for approval.

Dated: June 24, 1998.

COLDEC, INC.

By: Ronald Christinan Bleize

Chairman of the Board and President