

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Dissolution

1.) NBRH, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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3.) _____
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4.) _____
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(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF DISSOLUTION

OF

NBRH, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

NBRH, INC., a Florida corporation (the "Corporation"), by its President, for the purpose of complying with the provisions of Section 607.1403 of the Florida Business Corporation Act relating to the filing of Articles of Dissolution, does hereby execute the following Articles of Dissolution.

1. Name of the Corporation:

NBRH, INC.

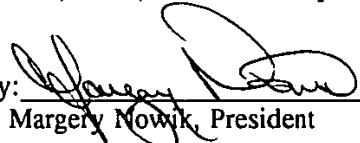
2. The foregoing dissolution was authorized by the Board of Directors of the Corporation by written consent as of the 20 day of June, 1997 and approved by all of the Shareholders of the Corporation by written consent as of the 30 day of June, 1997.

3. The number of votes cast for dissolution by all of the Shareholders was sufficient for approval of the action authorizing such dissolution.

4. The dissolution contemplated herein shall become effective upon filing of these Articles of Dissolution with the Department of State, pursuant to Section 607.1403 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the President has executed these Articles of Dissolution, as of this 20 day of June, 1997.

NBRH, INC., a Florida corporation

By: 
Margery Nowik, President

AGREEMENT AND PLAN OF LIQUIDATION

AGREEMENT AND PLAN OF LIQUIDATION is made this 30 day of June, 1997, by and between NBRH, INC., a Florida corporation (the "Corporation"), and MARGERY NOWIK, THOMAS E. BREEDLOVE, ROBERT ROTUNDO and DANIEL HARPER (the "Shareholders").

WHEREAS, the Shareholders each own 100 shares of stock of the Corporation, par value of \$.01 per share, which shares constitute all of the issued and outstanding stock of the Corporation; and

WHEREAS, the Shareholders desire to approve, authorize and consent to the voluntary dissolution of the Corporation in accordance with Section 607.1403 of the Florida Business Corporation Act (the "Act").

NOW, THEREFORE, the foregoing parties hereby agree as follows:

1. The Shareholders approve, authorize and consent to the voluntary dissolution of the Corporation, such dissolution to be effective upon the filing of the Articles of Dissolution with the Florida Department of State, and in accordance with the plan of liquidation set forth in this Agreement.
2. The Shareholders hereby authorize the officers of the Corporation to pay all fees related to the dissolution of the Corporation and to file the Articles of Dissolution with the Florida Department of State and all other documents necessary to effectuate the dissolution of the Corporation.
3. The Shareholders hereby resolve that after payment of the Corporation's debts, or provision is made therefor in accordance with Section 607.1406(10) of the Act, the officers of the Corporation shall distribute, assign and transfer to the Shareholders all of the remaining property of the Corporation, together with all of the Corporation's rights, title and interests in and to such property, in complete redemption and cancellation of all of the Corporation's issued and outstanding capital stock, such distribution to be made as of the effective date of dissolution as provided in Section 1 hereof.

IN WITNESS WHEREOF, the foregoing parties have caused this Agreement and Plan of Liquidation to be executed as of the day and year first above written.

SHAREHOLDERS:


MARGERY NOWIK


THOMAS E. BREEDLOVE


ROBERT ROTUNDO


DANIEL HARPER

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CORPORATION:

NBRH, INC, a Florida corporation

By: 

Margery Nowik, President