

**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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11/30/98 10:30 urgent!
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Dissolution

1.) *Millamax, Inc.*
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
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(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

See 11/30

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION
OF
MILLAMAX, INC.**

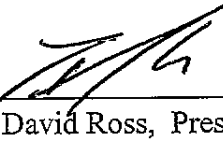
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Statutes, Section 607.1403, the undersigned President of Millamax, Inc. submits for filing with the Secretary of the State of Florida, the following Articles of Dissolution:

1. The name of the Corporation is Millamax, Inc..
2. Dissolution of the Corporation was authorized on November 30, 1998.
3. The unanimous vote of the Shareholder was sufficient for approval of the dissolution of the Corporation.
4. This Corporation has no intention of revoking this voluntary dissolution.

IN WITNESS WHEREOF, the undersigned has executed this document as of November 30th, 1998.

MILLAMAX, INC.

By: 
David Ross, President

**WRITTEN CONSENT OF THE STOCKHOLDER AND DIRECTORS
IN LIEU OF SPECIAL MEETING OF THE STOCKHOLDER
AND BOARD OF DIRECTORS PURSUANT TO SECTIONS 607.0704
AND 607.0821 OF THE FLORIDA BUSINESS CORPORATION ACT**

MILLAMAX, INC.

WHEREAS, the Stockholder of Millamax, Inc., a Florida corporation (the "Corporation"), based on the recommendation of the Board of Directors, believe it is in their best interests to dissolve the Corporation:

RESOLVED, that the Corporation be liquidated in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, and in accordance with the provisions of Section 607.1402 and 607.1405 of the Florida Statutes; and

RESOLVED, that the Plan of Liquidation attached hereto as **Exhibit "A"** be, and hereby is approved; and

RESOLVED, that in accordance with such Plan of Liquidation, the officers, directors and the accountant for the Corporation be, and they hereby are, authorized and directed to:

1. Provide for the payment of any indebtedness owed by the Corporation to any creditors or lienors;
2. Transfer of the remaining assets of the Corporation, if any, to the Stockholder 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 Articles of Dissolution with the Secretary of State in Tallahassee, Florida; and
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.

RESOLVED, that all prior actions taken on behalf of the Corporation by any officer or director thereof in connection with the foregoing determination to liquidate and dissolve the Corporation, the possible sale or distribution of its assets, be, and the same hereby are, ratified and confirmed in all respects; and


FURTHER RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized, with the advice of counsel, on behalf of the Corporation to take any and all other actions and execute, deliver and perform any other instruments, certificates, documents, agreements, or evidences, which such officers may deem reasonably necessary or appropriate to effectuate the transactions contemplated by the Plan of Liquidation and to carry out the purpose and intent of the foregoing resolutions.

DATED: November 30th, 1998

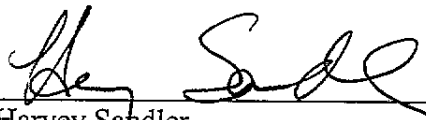
SHAREHOLDER:

**MILLAMAX, L.P., a Delaware
limited partnership**

By: Millamax Management, Inc., a
Delaware corporation, sole general partner
of Millamax, L.P.

By: 
David Ross, President

DIRECTORS:


Harvey Sandler

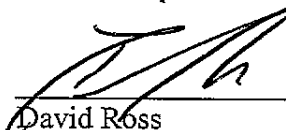

David Ross

EXHIBIT "A"

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION OF MILLAMAX, INC., A FLORIDA CORPORATION

1. Millamax, Inc., a Florida corporation (the "Corporation") shall elect to wind up its affairs and voluntarily dissolve upon the written consent of the Shareholder of the Corporation.

2. After the election to wind up and dissolve the Corporation has been duly adopted by the Shareholder, this action shall be evidenced by filing Articles of Dissolution signed by the President of the Corporation. The Articles of Dissolution shall be filed in the office of the Secretary of the State of Florida. Thereafter, a copy of the Articles of Dissolution which has been certified by the Florida Secretary of State shall be filed in any other place required by law. Upon the filing of the Articles of Dissolution with the Florida Secretary of State, the existence of the Corporation shall be terminated, except to the extent that the Corporation is deemed to continue to exist for any legal purpose of winding up its affairs, prosecuting and defending actions by or against it, and enabling it to collect and discharge its obligations, dispose of and convey its property, and collect and divide its assets.

3. Upon commencement of the proceedings to wind up and dissolve the Corporation by means specified in item 1 above, the Corporation shall cease to carry on business except to the extent necessary for winding up. The Board of Directors shall cause written notice of the commencement of the proceeding for voluntary winding up of the Corporation to be given by mail to all known creditors and claimants whose addresses appear on the records of the Corporation.

4. This plan contemplates a complete liquidation of the Corporation for purposes of federal and state income tax laws, by which amounts distributed by the Corporation (of any) shall be treated as in full payment in exchange for the shares in the Corporation to be surrendered by the Shareholders, pursuant to Internal Revenue Code Section 331(a) and corresponding provisions of the Florida Statutes.

The officers and directors of the Corporation shall also cause the Corporation to file with the Internal Revenue Service and the Florida Department of Revenue such additional forms as are required of a corporation in liquidation, including Internal Revenue Service Forms 966, 1096, and 1099-DIV.

5. The officer and director of the Corporation shall collect all of the remaining assets of the Corporation, if any, and apply them to the payment of all remaining liabilities.

6. After all liabilities of the Corporation have been satisfied, the Corporation's remaining property, if any, shall be distributed to the Shareholder of the Corporation.

7. All share certificates of the Corporation will be cancelled, and the Shareholder will be required to surrender his certificates for retention in the Corporation's records.