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April 28, 1997

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: INGENIOUS CONCEPTS, INC.
Document No. P94000088478

Dear Sir/Madam:

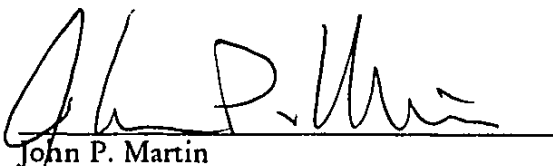
Enclosed herein are Articles of Dissolution, in duplicate, for the above corporation with a copy of the Minutes of the Special Meeting of Shareholders attached. Also enclosed is our check in the amount of \$35.00 to cover the filing fee.

Upon filing of the Articles of Dissolution, please return the duplicate copy to this office with the date of filing stamped thereon.

Should you have any questions or further requirements, please contact me.

Very truly yours,

MARTIN & ROTH, P.A.


John P. Martin

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DIVISION OF CORPORATIONS
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ARTICLES OF DISSOLUTION
OF
INGENIOUS CONCEPTS, INC.

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DIVISION OF CORPORATIONS
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The name of this corporation is INGENIOUS CONCEPTS, INC. (the "Corporation"). It was organized under the laws of the State of Florida on December 4, 1994.

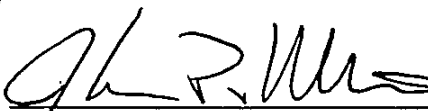
The Corporation has elected to dissolve pursuant to a special meeting of its shareholders. A true copy of the minutes of the special meeting of the shareholders, the resolution to adopt a plan of corporate liquidation, the waiver of notice, and ratification of the minutes are attached and incorporated by reference as Exhibit A.

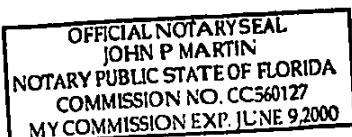
IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on April 28, 1997, in Largo, Florida.

By: 
Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared SHARON FREW, known to me to be the person who executed the foregoing Articles of Dissolution.


Notary Public
My commission expires:



MINUTES OF THE SPECIAL MEETING
OF THE SHAREHOLDERS OF
INGENIOUS CONCEPTS, INC.

A special meeting of the shareholders of INGENIOUS CONCEPTS, INC., (the "Corporation"), a Florida corporation, was held at 2401 West Bay Drive, Suite 122, Largo, Florida, 33770 on Monday, April 28, 1997, at 9:00 o'clock a.m. pursuant to the waiver of notice attached.

The following shareholders were present, in person or by proxy:

Shareholder	Shares	In Person	By Proxy
Frewition Corporation	800	x	

Gordon E. Frew acted as president and Sharon Frew acted as secretary of the meeting. The president declared that all shareholders of record received notice of the special meeting and its purpose, a majority of all of the shareholders were present in person, and that a waiver of notice of the meeting signed by the attending shareholders was ordered filed with these minutes. The president then announced the purpose of the meeting was to consider the dissolution of the Corporation and to adopt a plan of liquidation of the assets of the Corporation.

A discussion ensued and the following resolutions were adopted by the shareholders of the Corporation having not less than the minimum number of votes necessary to take such action:

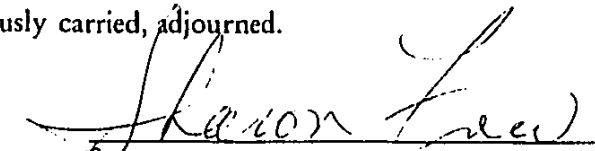
WHEREAS, the shareholders, upon recommendation of the directors of the Corporation, have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

WHEREAS, the shareholders must and do hereby adopt a plan of liquidation and dissolution of the Corporation;

RESOLVED, that the following plan of liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provisions for the debts of the Corporation, and apportion the remaining assets among the shareholders according to their respective interests:

1. The Corporation shall be liquidated pursuant to § 331, 334 and 336 of the Internal Revenue Code and § 607.1402 of the Florida Statutes.
2. The Corporation will distribute all of its property and assets no later than April 30, 1998.
3. All liabilities and obligations of the Corporation will be paid or discharged, or adequate provision will be made for them.
4. The officers of the Corporation are authorized to sell or otherwise liquidate all the properties and assets of the Corporation that they deem necessary or advantageous to facilitate the liquidation of the Corporation.
5. The officers of the Corporation are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including, but not limited to, the following:
 - a. executing any and all instruments of conveyance;
 - b. paying all taxes and fees;
 - c. executing all documents required by law to be filed;
 - d. retaining professional advisors; and
 - e. doing all other things necessary or convenient to effect the dissolution of the Corporation.
6. After the provision for, or the payment of, the known debts and liabilities of the Corporation, the officers are authorized and directed to distribute the remaining cash or other assets, if any, of the Corporation to the shareholders of record according to the respective rights and interest in exchange for their shares in the Corporation.

There being no further business to come before the meeting, it was, upon motion duly made, seconded, and unanimously carried, adjourned.


Secretary

WAIVER OF NOTICE OF THE SPECIAL MEETING
OF THE SHAREHOLDERS OF
INGENIOUS CONCEPTS, INC.

We, the undersigned shareholders, hereby agree and consent that the special meeting of the shareholders of the Corporation be held on the date and time and at the place stated below for the purpose of considering the dissolution of the Corporation and we hereby waive all notice of the meeting and any adjournment of it.

Date of Meeting: April 28, 1997

Time of Meeting: 9:00 o'clock a.m.

Place of Meeting: 2401 West Bay Drive, Suite 122, Largo, Florida 33770

FREWITION CORPORATION

By: 

Date: April 28, 1997

RATIFICATION OF MINUTES OF
SPECIAL MEETING OF SHAREHOLDERS OF
INGENIOUS CONCEPTS, INC.

We the undersigned shareholders of INGENIOUS CONCEPTS, INC. have read these minutes and hereby approve, ratify, and confirm all business transacted as reported in them, and in signification of our approval, ratification, and confirmation and of our consent to any and all acts done at the meeting, do hereby sign our names.

FREWITON CORPORATION

By: 

Secretary