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CORPORATE RECORDS BUREAU
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Allen-Godfrey Design Group, Inc.

Gentlemen:

Enclosed please find original and copy Articles of Dissolution of Allen-Godfrey Design Group, Inc., and copy of Minutes of Special Meeting of Directors and Shareholders of said corporation.

Also enclosed is check in the amount of \$35.00 representing fee for dissolving the corporation.

Please return the enclosed copy of the Articles of Dissolution to me marked "Filed" in the envelope provided.

Thank you for your assistance in this matter.

Very truly yours,

HOLLAND & KNIGHT LLP

By William H. Bartlett
William H. Bartlett

WHB:aa
Enclosures

FILED
97 DEC -8 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vol. Diss.

Doc 12/15

ARTICLES OF DISSOLUTION
OF
ALLEN-GODFREY DESIGN GROUP, INC.

FILED
97 DEC -8 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the sole shareholders and directors of the corporation known as Allen-Godfrey Design Group, Inc., a Florida corporation, which was chartered on December 7, 1994, and assigned document number P94000088830, have determined that there is no further purpose in keeping the corporation active and have, therefore, agreed to dissolve the same.

1. The name of the corporation is Allen-Godfrey Design Group, Inc., and the document number is P94000088830.

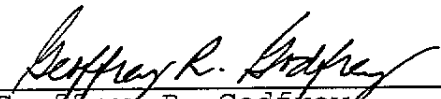
2. The dissolution was authorized at a joint directors and shareholders meeting on November 24, 1990, and a copy of the minutes of that meeting are attached to these Articles of Dissolution.

3. The dissolution was approved by the unanimous vote of all the shareholders and directors.

4. All corporate debt has either been satisfied or provisions have been made for the payment of the same.

DATED December 2, 1997.

Sole Shareholders, Directors
and Officers:


Geoffrey R. Godfrey
Secretary


Amy C. Allen


MINUTES OF
SPECIAL MEETING OF
DIRECTORS AND SHAREHOLDERS
OF
ALLEN-GODFREY DESIGN GROUP, INC.

A special meeting was held in the corporate offices located in St. Petersburg, Florida, on Monday, November 24, 1997.

The undersigned, being the sole shareholders and directors of the corporation, hereby waive any irregularity in the calling of the aforesaid meeting.



Geoffrey R. Godfrey



Amy C. Allen

The meeting was called to order and presided over by the corporate president, Amy C. Allen.


The shareholders and directors have noted that the corporation has ceased to do business and that arrangements have been made to pay all the outstanding debts of the corporation. Barnett Bank of Pinellas County has issued a letter showing that the commercial debt has been paid and Mr. Godfrey has indicated that he will assume responsibility for the corporate commitment on the lease at 710 94th Avenue No., Suite 308, St. Petersburg, Florida, and the

phone system lease with AT&T in the approximate amount of \$3,396.00.

The corporate debts having been satisfactorily taken care of or provided for, both the sole directors and shareholders agree that it would be appropriate to dissolve the corporation

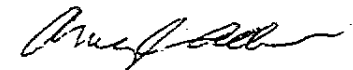
By unanimous vote of all of the shareholders and directors it was agreed that the corporation would be dissolved and that the president, Amy C. Allen, and the vice-president, Geoffrey R. Godfrey, shall sign and execute all papers that may be required to terminate the corporation with the Secretary of State.

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


Geoffrey R. Godfrey Secretary

Shareholders and Directors:


Geoffrey R. Godfrey


Amy C. Allen

STP-182628