

P95000001298

MINTMIRE & ASSOCIATES
ATTORNEYS AT LAW

December 15, 1997

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SUITE 204
PALM BEACH, FLORIDA 33480
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The Division of Corporations
Attn: Amendments Section
P.O. Box 6327
Tallahassee, FL 32314-6327

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-12/19/97--01043--014
*****35.00 *****35.00

RE: Pen Pals International Corporation

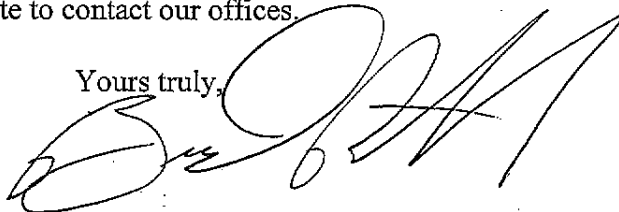
To Whom it May Concern:

Enclosed please find the Articles of Dissolution for Pen Pals International Corporation signed and authorized by Betsy Viani, President of Pen Pals International Corporation. On December 1997 the shareholders of the Company approved the dissolution of the Company. The number votes cast by the shareholders of the Company for dissolution of the Company was sufficient for approval of that action. We respectfully request as Counsel for Pen Pals International Corporation that you dissolve the Corporation pursuant to §607.1403 of the Florida Business Corporation Act.

Please acknowledge receipt of this request by stamping the enclosed copy of this letter and returning it in the self-addressed stamped envelope to our offices.

Thank you in advance for your timely cooperation with this matter. If we can be of further assistance, please do not hesitate to contact our offices.

Yours truly,



Bradley F. Rothenberg

BFR/asl
Encls.

Diss.
12-29-97
CC

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 19 PM 3:16

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PEN PALS INTERNATIONAL CORPORATION

ARTICLES OF DISSOLUTION

Pen Pals International Corporation, a Florida corporation, executes the following articles of dissolution pursuant to section 607.1403 of the Florida Business Corporation Act:

FIRST: The name of the corporation is Pen Pals International Corporation (the "company").

SECOND: The shareholders of the company approved the dissolution of the company on December 1, 1997 (date)

THIRD: The number of votes cast by the shareholders of the company for dissolution was sufficient for approval of that action.

EXECUTED: 12/1/97 (date)

Pen Pals International Corporation

By: Betsy Viani

Name: Betsy Viani

Title: President

(To be signed by the president, chairman of the board, vice chairman of the board, or other authorized officer)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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