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GOLDSTEIN & TANEN, P.A.
ATTORNEYS

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April 9, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32309-0001

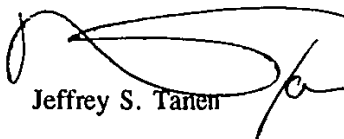
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*****35.00 *****35.00

RE: Van-Heusen Enterprises, Inc.

Dear Sir:

Enclosed is our check in the sum of \$35.00 for filing the enclosed Articles of Dissolution of the captioned corporation. Also enclosed is a self-addressed, stamped envelope for returning a filed copy of same.

Sincerely,


Jeffrey S. Tanen

JST/mjb
Enclosure
moskovitz/van-heusen/1-secstate.diss

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**ARTICLES OF DISSOLUTION
OF
VAN-HEUSEN ENTERPRISES, INC.**

VAN-HEUSEN ENTERPRISES, INC., by its Director, for purposes of complying with Florida Statutes §607.1403 relating to Articles of Dissolution, does hereby execute the following *Articles of Dissolution*:

1. Name of Corporation. The name of the corporation is Van-Heusen Enterprises, Inc.
2. Date of Dissolution. The date on which dissolution was authorized was March 15, 1997.
3. Approval by Shareholders. All of the Shareholders of the corporation have voted for Dissolution and such vote by all of the Shareholders was sufficient for approval of the dissolution. No further votes or approval are necessary for dissolution.
4. Liabilities. All liabilities and obligations of the corporation have been paid or discharged or adequate provision has been made therefore.
5. Plan of Dissolution. A plan of dissolution of the corporation has been adopted by all of the Shareholders and Directors of the corporation and said Shareholders and Directors are in agreement as to same.
6. No Actions. There are no actions pending against the corporation in any court or adequate provision has been made for satisfaction of any judgment, order or decree that may be entered against the corporation in any pending action.

7. Written Approval of Dissolution. The corporation's election to dissolve by written consent of its Shareholders is attached hereto as Exhibit "A".

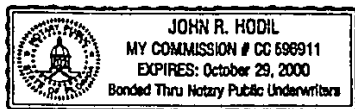
8. Effective Date. The effective date of these Articles of Dissolution shall be March 15, 1997.

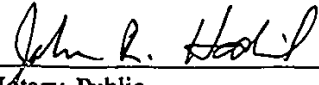
VAN-HEUSEN ENTERPRISES, INC.

By: 
Judith Bannister

STATE OF FLORIDA)
)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, this 31st day of March, 1997, by Judith Bannister, as President of Van-Heusen Enterprises, Inc. who personally appeared before me at the time of notarization, and who is personally known to me or who has produced FLORIDA DRIVERS LICENSE as identification.




Notary Public
JOHN R. HODIL
Print

My commission expires: 10/29/00

**CONSENT OF SHAREHOLDERS AND DIRECTORS OF
VAN-HEUSEN ENTERPRISES, INC.
TO DISSOLUTION OF THE CORPORATION**

Pursuant to Florida Statutes §607.0704 and other applicable Florida statutes, the undersigned being all of the Directors and Shareholders of Van-Heusen Enterprises, Inc., hereby consent to and adopt a plan of dissolution of the corporation as follows:


1. Articles of Dissolution. Proposed copies of Articles of Dissolution of Van-Heusen Enterprises, Inc. have been prepared by counsel and are attached.
2. Marshalling of Assets. All of the assets of the corporation, including but not limited to equipment, accounts receivable and funds in banks has been inventoried and accounted for.
3. Disposition of Property. Non-cash properties shall divided between the Shareholders in accordance with the schedules attached hereto. Each shareholder shall receive an equal division of all other corporate assets.
4. Payment of Liabilities. The Shareholders agree that liabilities shall be paid before the payment of any distributions to Shareholders.
5. Accounting. The books and records of the corporation are available for either Shareholder to review at their own cost and expense. After completion of the Shareholders' review of the books and records, the parties shall make such adjustments between them as may be necessary to effect an equal division of corporate assets.
6. Final Tax Return. The parties agree that a final tax return must be filed and the corporation accountant shall prepare and file same. The cost of filing shall be paid by the corporation as one of the remaining liabilities of the corporation prior to final distribution of assets to the Shareholders.
7. Custodian of Records. Judith Bannister shall remain the custodian of the corporation records until all appropriate statute of limitations have lapsed and/or three years from the date hereof, whichever is later.
8. Other Actions. The Shareholders agree to cooperate with each other so that every act necessary to wind up and liquidate the business and affairs of the corporation shall be performed. No further distributions to the Shareholders shall be made without the agreement of both Shareholders.

EXHIBIT "A"

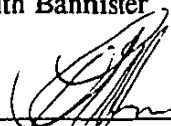
The undersigned, being all of the Shareholders and Directors of Van-Heusen Enterprises, Inc., hereby elect this plan of dissolution and hereby approve the proposed Articles of Dissolution attached hereto.

Dated this 31 day of March, 1997.

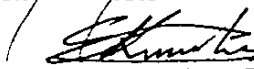
SHAREHOLDERS AND DIRECTORS



Judith Bannister



Edith Meneses



Edward Knowles