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CATLIN, SAXON, TUTTLE AND EVANS, P.A.

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169 EAST FLAGLER STREET
MIAMI, FLORIDA 33131-1298

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April 7, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -9 PM 12:15

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

300002483883--8

-04/09/98--01048--006

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

Dear Sirs:

Enclosed please find the Articles of Dissolution for **Comprehend! Franchise Corp.** I have enclosed the necessary filing fee in the amount of \$35.00.

Thank you for your attention to this matter. If you require further information, please do not hesitate to contact me.

Sincerely,



STEPHEN J. KOLSKI, JR.

SJK/nf
Enclosure

cc: Art Snow

Diss.
4-14-98
CC

ARTICLES OF DISSOLUTION
OF
COMPREHEND! FRANCHISE CORP.

These articles are filed with the Secretary of State of the State of Florida for the purpose of dissolving a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the dissolution of corporations.

ARTICLE I - NAME

The name of the corporation is:

COMPREHEND! FRANCHISE, CORP.

ARTICLE II - DATE THE DISSOLUTION WAS AUTHORIZED

The dissolution was authorized on the 30th day of December, 1997.

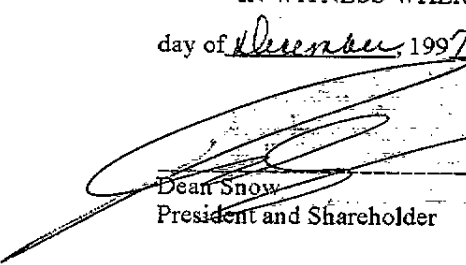
ARTICLE III - ACTION BY UNANIMOUS CONSENT

The shareholders by unanimous consent evidenced by a writing included among the minutes of the corporation, approved of the dissolution.

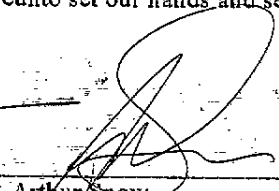
ARTICLE IV - EFFECTIVE DATE OF ARTICLES OF DISSOLUTION

The Articles of Dissolution shall be effective on December 30, 1997.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 30th
day of December, 1997.



Dean Snow
President and Shareholder



Arthur Snow
Vice-President, Treasurer, and
Shareholder

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Dean Snow to me well known or who produced _____ as identification and known to me to be the individual described in and who executed the foregoing Articles of Dissolution, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed and did not take an oath.

WITNESS my hand and official seal at Miami, Dade County, Florida this 30th day of December, 1997.

Marie J. Roman
Notary Public
My Commission expires:



I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Arthur Snow to me well known or who produced _____ as identification and known to me to be the individual described in and who executed the foregoing Articles of Dissolution, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed and did not take an oath.

WITNESS my hand and official seal at Miami, Dade County, Florida this 30th day of December, 1997.

Marie J. Roman
Notary Public
My Commission expires:

