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September 16, 1998

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-09/21/98--01124--005
*****87.50 *****87.50

Re: Lirot-Dolan, P.A.

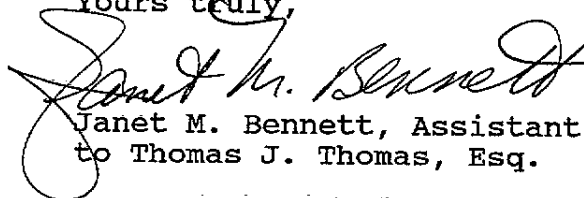
Dear Sir or Madam:

Enclosed for filing are the Articles of Dissolution for the above-named corporation, along with a check to cover the following expenses:

Filing Fee	\$35.00
Certified Copy	<u>52.50</u>
Total	<u>\$87.50</u>

Please mail the certified copy to the above Juno Beach address. Thank you for your attention to this matter.

Yours truly,


Janet M. Bennett, Assistant
to Thomas J. Thomas, Esq.

FILED
98 SEP 21 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

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Plan of Diss. of Assets
CRG
9/25

ADOPTION OF PLAN OF COMPLETE
LIQUIDATION AND DISSOLUTION UNDER
SECTION 331 OF THE INTERNAL REVENUE
CODE

The undersigned, constituting the stockholders of Lirot-Dolan, P.A., a Florida professional corporation, pursuant to Florida Statutes §§607.0704 and 607.1402, hereby adopt and approve the attached Plan of Complete Liquidation and Dissolution Under Section 331 of the Internal Revenue Code of 1986. The shareholders hereby ratify and approve all prior actions taken by the Directors and Officers of the Corporation plus acts taken pursuant to the Plan of Liquidation.

The officers and directors of Lirot-Dolan, P.A. are hereby authorized to execute and file all required IRS Forms and all other additional returns, documents, and information required to be filed by reason of the complete liquidation of Lirot-Dolan, P.A. pursuant to the attached plan.

Executed by the undersigned, on the date set forth opposite his name below.

SHAREHOLDERS

Dated: 1.1.98

Luigi Charles Cuff

Dated: 1.1.98

Manuel G.

FILED
98 SEP 21 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIROT-DOLAN, P.A.
PLAN OF COMPLETE LIQUIDATION AND
DISSOLUTION PURSUANT TO SECTION 331
OF THE INTERNAL REVENUE CODE

Plan of complete liquidation and dissolution of Lirot-Dolan, P.A., a Florida corporation, hereinafter called the "Corporation" pursuant to Section 331 of the Internal Revenue Code of 1986, as amended.

(1) Approval of Plan. The effective date of this plan shall be JANUARY 1, 1998.

(2) Collection of Assets and Payment of Obligations.
The corporation shall notify each and every known creditor as of the adoption of this plan. The corporation shall proceed to collect its assets and sell, exchange, convey, or otherwise dispose of or reduce to cash all of its assets, except such assets as are to be distributed in kind to the stockholders as hereinafter provided, and to pay, satisfy, and discharge, or make provision for the payment, satisfaction, and discharge of its liabilities and obligations, including unascertained or contingent liabilities and obligations, such sale, exchange, conveyance, and distribution of assets shall be completed as quickly as possible after the effective date of this plan.

(3) Distribution of assets. As soon as practicable the corporation shall:

(a) Make one or more distributions to the Stockholders of the cash and other liquid assets of the corporation legally available for distribution as liquidating dividends;

(b) Distribute in kind to the Stockholders all other assets of the corporation;

(c) Withdraw from the jurisdictions in which it is legally qualified to do business; and

(d) Dissolve and file formal articles of dissolution in compliance with the provisions of the Florida business Corporation Act.

(4) Authorization of Necessary Actions. The directors and officers of the corporation shall have power to adopt all resolutions, to execute and file all documents, and to take all other action they may deem necessary or appropriate for the purpose of effecting the dissolution of the corporation and the complete liquidation of its business and assets under Section 331 of the Internal Revenue Code of 1986, as amended.

MINUTES OF ACTION TAKEN IN WRITING WITHOUT
A MEETING BY ALL THE DIRECTORS OF LIROT-DOLAN, P.A.
DATED 7/14/ 11/1/98, 1998

The undersigned constituting the Directors of Lirot-Dolan, P.A., hereby take the following action by this writing without a meeting pursuant to Florida Statutes Section 607.0821. The following preambles and resolutions with respect to the adoption of a plan of complete liquidation and dissolution under Internal Revenue Code Section 331 hereby adopted:

WHEREAS, the undersigned Directors believe it is in the company's best interest to terminate the Corporation, subject to the approval of the shareholders of the company;

NOW THEREFORE BE IT RESOLVED, that the corporation hereby adopts that certain "Lirot-Dolan, P.A. Plan of Complete Liquidation and Dissolution Pursuant to Section 331 of the Internal Revenue Code" attached hereto as Exhibit A and hereby incorporated into this resolution by reference;

FINALLY RESOLVED, that the Officers of the corporation hereby have the authority to execute the above-mentioned documents, and take any other actions which may be necessary or convenient for purposes of effecting the dissolution of the company.

The undersigned Directors have taken these actions in writing to be effective on the date set forth above.

DIRECTORS

Carl Charles Croft

M. M. M. M.