

P95000035112

PROFESSIONALS ONLINE, INC
330 FIFTH AVE.
INDIALANTIC, FL 32903

600002119286--3
-03/20/97--01085--017
*****35.00 *****35.00

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SH 3/24

FILED
97 MAR 20 PM 4: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: PROFESSIONALS ONLINE, INC.

SECOND: The date dissolution was authorized: December 31, 1996

THIRD: Adoption of Dissolution (CHECK ONE)

- Checked box: Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
Unchecked box: Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

James D. Hale - 100 Shares & Eric R. Edgerton - 100 Shares (voting group)

Signed this 31st day of December, 19 96

Signature [Handwritten Signature] (By the Chairman or Vice Chairman of the Board, President, or other officer)

Eric R. Edgerton (Typed or printed name)

President (Title)

FILED 97 MAR 20 PM 4:09 SECRETARY OF STATE TALLAHASSEE, FLORIDA