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Refer to File No.  
003249/973054

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November 25, 1998

Bureau of Corporate Records  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE  
12-31-98

RE: Diversified Bio-Tech Products & Services, Inc.;  
Articles of Dissolution

800002698378--5  
-12/01/98--01015--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Gentlemen:

On behalf of the above-referenced corporation, enclosed please find two original Articles of Dissolution and our check in the amount of \$35.00, representing the filing fee. Please return the Acknowledgment copy of the Articles to the undersigned.

If you have any questions or require further information, please contact me.

Very truly yours,

*Sue Thomas*  
Sue Thomas  
Paralegal to  
Joel D. Bronstein

ST/lpb  
Encs.  
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98 NOV 30 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TLL REC 7 1998

ARTICLES OF DISSOLUTION  
OF

DIVERSIFIED BIO-TECH PRODUCTS & SERVICES

FILED  
98 NOV 30 PM 2

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
12-31-98

The undersigned corporation, in accordance with the Florida Business Corporation Act, hereby adopts the following Articles of Dissolution:

ARTICLE I. The name of the corporation is Diversified Bio-Tech Products & Services, Inc.

ARTICLE II. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefor.

ARTICLE III. All remaining property and assets of the corporation have been distributed among its Shareholders in accordance with their respective rights and interests in cancellation of all issued and outstanding shares of stock of the Corporation.

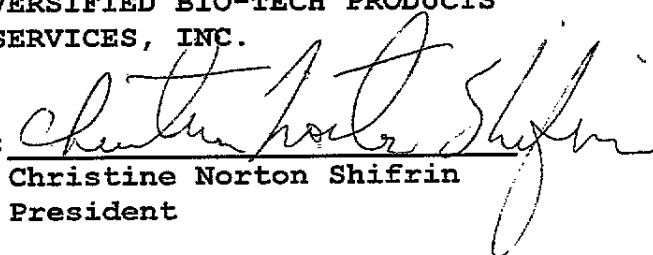
ARTICLE IV. The corporation elected to dissolve by unanimous Written Action dated November 15, 1998 signed by all of the members of the Board of Directors and all of the Shareholders of the Corporation, which votes are sufficient for approval of dissolution.

ARTICLE V. The effective date of these Articles of Dissolution shall be as of the close of business on December 31, 1998.

IN WITNESS WHEREOF, the undersigned has executed and signed these Articles of Dissolution this 15 day of November, 1998.

DIVERSIFIED BIO-TECH PRODUCTS  
& SERVICES, INC.

By:

  
Christine Norton Shifrin  
President

CERTIFICATE

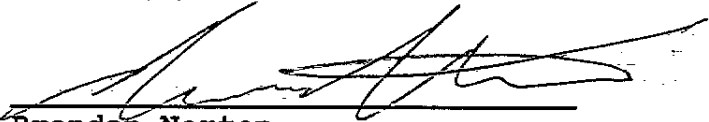
I HEREBY CERTIFY, that I am the duly elected and qualified Secretary of Diversified Bio-Tech Products & Services, Inc., a Florida corporation (the "Corporation"), and that the following is a true and correct copy of the resolutions and actions duly adopted by Written Action of the Board of Directors and Shareholders of the Corporation in accordance with the Bylaws of the Corporation and the Florida Business Corporation Act on the 15 day of ~~October~~ *November* 1998; and I further certify that the resolutions and actions are still in full force and effect and have not been revoked:

RESOLVED, that the Corporation shall liquidate pursuant to the following Plan of Liquidation (the "Plan"):

- A. That within thirty (30) days of the date of this resolution adopting this Plan of Liquidation, counsel of the corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, Georgia, together with a certified copy of this resolution.
- B. That the Corporation shall proceed as far as possible to collect all outstanding accounts receivable and to settle any claims against it.
- C. That as soon as practicable, the Corporation, by its duly authorized officers and directors, shall distribute all assets, subject to any unpaid liabilities including all costs of effecting and administering the Plan, to its Shareholders in proportion to the number of shares owned by them in redemption and cancellation of all the outstanding capital stock of the Corporation.
- D. That the officers of the Corporation shall file articles of Dissolution with the Florida Department of State pursuant to the Florida Business Corporation Act.
- E. That the proper officers shall file all other forms and documents required by the State of Florida and the federal government, including tax returns, after distribution of the corporate assets.
- F. That the officers and directors of the Corporation are authorized and directed to carry out the

provisions of this resolution, and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the Shareholders under the Plan adopted.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of the Corporation and affix the corporate seal this 15<sup>th</sup> day of NOV., 1998.

  
Brendan Norton  
Secretary

(CORPORATE SEAL)