## LAW AND NOTARIAL OFFICES ROY S. LILLEY, LTD A PROFESSIONAL LAW CORPORATION

PROFESSIONAL LAW CORPORATION P. O. BOX 9065 MANDEVILLE, 70470-9065 (504) 674-9229 FAX: (504) 674-9221

PARALEGAL
Carmen D. Clark

SERVICE ADDRESS 1324 Seventh Street Slidell, LA 70458

March 3, 1997

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

RE: Metro Pharmaceuticals, Inc.

UUUUU21U464U--9 -03/05/97--01046--088 \*\*\*\*\*35,00 \*\*\*\*\*35,00

Dear Sir:

Attached hereto please find Affidavit authorizing Dissolution of a corporation and Minutes of a Special Meeting of Board of Directors of Metro Pharmaceuticals, Inc. authorizing dissolution of the corporation.

Please note that the documents list the written consent of George William Shannon, III who is the sole stockholder of the corporation authorizing the dissolution. The date is also listed as January 18, 1997 and all members of the Board of Directors were present.

Please reflect that this corporation has been dissolved on the records in your office.

Attached is my check for costs.

With best regards, I am

Yours very truly,

ROY S. LILLEY

RSL:cdc

cc: Mr. Mark Rodgers

97 MAR -5 Rt 2: 1877

DIVERS OF THE

STATE OF FLORIDA

97 MAR -5 PH 2: 36

COUNTY OF LEE

## AFFIDAVIT AUTHORIZING DISSOLUTION OF CORPORATION

BEFORE ME, the undersigned authority, personally came and appeared,

George William Shannon, III, President and CEO of Metro Phamaceuticals,

Incorporated,

ANNX\*/who after being duly sworn, did depose and declare that on January 18,

1997 by 100% of the voting shares and all officers of the corporation; it was
resolved that the corporation be dissolved inasmuch as it has ceased doing
business in the State of Florida.

GEORGE WILLIAM SHANNON, III President/CEO

SWORN TO AND SUBSCRIBED BEFORE ME

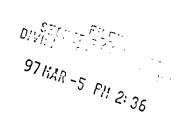
THIS 26th DAY OF February , 1997, by GEORGE WILLIAM SHANNON, III, who is

personally known to me.

NOTARY PUBLIC Colletta Dunn

OFFICIAL NOTARY SEAL COLLETTA DUNN COMMBSION HUMBER
OC 830787
MY COMMISSION EXPIRES FEB, 29,2000

Minutes of Special Meeting of Board of Directors of Metro Pharmaceuticals, Incorporated January 18, 1997 12:00 p.m.



The annual meeting of the Stockholders and the Board of Directors of Metro Pharmaceuticals, Inc. was held on January 18, 1997 at 12:00 p.m. pursuant to notice issued on December 20, 1996.

Present:

George William Shannon, III

51% Voting Shares 49% Treasury Shares

Upon Motion duly made, seconded and recorded, it was resolved that Metro Phamaceuticals, Inc. has ceased to do business and it is the desire of all stockholders that the corporation be dissolved forewith and accordingly the stockholders have directed the corporation's legal counsel to file the necessary documentation with the State of Florida to dissolve the corporation.

Upon Motion duly made, seconded and carried, the meeting was thereupon adjourned.

JANET M. SHANNON, SECRETARY