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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.

UUUUUU2104640--4
-U3/U5/U7--U1046--UU8
*****35.UU *****35.UU

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 AM 2:29
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALL MAR 6 1997

STATE OF FLORIDA

COUNTY OF LEE

STATE OF FLORIDA
DIVISION OF
9711AR-5 PM 2:36

AFFIDAVIT AUTHORIZING DISSOLUTION OF CORPORATION

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

George William Shannon, III, President and CEO of Metro Pharmaceuticals,
Incorporated,
~~Inc.~~/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.



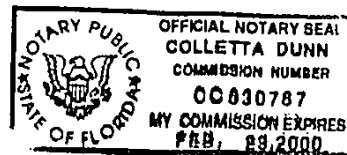
GEORGE WILLIAM SHANNON, III
President/CEO

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



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51% Voting Shares
49% Treasury Shares

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


JANET M. SHANNON, SECRETARY