

P95000065130

LAW OFFICES
LEE MAX ROTHMAN, P.A.

ONE EXECUTIVE COURT
2295 CORPORATE BOULEVARD, N. W.
SUITE 134
BOCA RATON, FLORIDA 33431

July 10, 1997

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MEMBER OF FLORIDA
AND GEORGIA BAR

REAL PROPERTY LAW
TITLE INSURANCE
REAL ESTATE CLOSINGS
LANDLORD-TENANT LAW
CORPORATION AND BUSINESS LAW
WILLS, TRUSTS AND ESTATE PLANNING
ESTATE ADMINISTRATION AND PROBATE

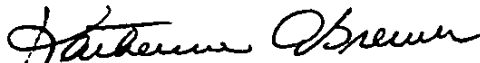
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Dissolution of Rascals of Boca Raton, Inc.

Ladies and Gentlemen:

Enclosed please find an original and one copy of Articles of Dissolution for the above referenced corporation. I have also enclosed a check in the amount of \$35.00 which represents the filing fee. Please return the copy to the undersigned as soon as possible. Thank you very much for your cooperation in this matter.

Sincerely yours,



Katherine A. Brewer, CLA
Legal Assistant to
Lee Max Rothman, Esquire

Enclosure
cc: client

76/12/5

VS JUL 21 1997

FILED
97 JUL 16 PM 2:4
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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*****35.00 *****35.00

RASCALS OF BOCA, INC.
ARTICLES OF DISSOLUTION

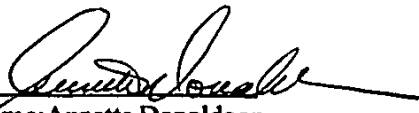
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

RASCALS OF BOCA, INC., a Florida corporation, executes the following articles of dissolution pursuant to section 607.1403 of the Florida Business Corporation Act:

- FIRST: The name of the corporation is RASCALS OF BOCA, INC. (the "company").
- SECOND: The shareholders of the company approved the dissolution of the company effective on April 27, 1997.
- THIRD: The number of votes cast by the shareholders of the company for dissolution was sufficient for approval of that action.

EXECUTED: April 20, 1997.

RASCALS OF BOCA INC.

By: 
Name: Annette Donaldson
Title: President.

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: P.A.R. TRANSPORT, INC.

2. The mailing address of the corporation is: 782 N.W. LeJeune Road,
Suite 350, Miami, FL 33126

3. Date of incorporation/qualification: _____ Document number: P95 000072256

4. The name and address of the current registered agent and office:

Louis M. Hillman-Waller
782 N.W. LeJeune Road, Ste. 350
Miami, FL 33126

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Louis M. Hillman-Waller
782 N.W. LeJeune Road, Suite 350
Miami, Florida 33126

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board)

(Date)

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Registered Agent)

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)