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625 COURT STREET
P.O. BOX 1669 (ZIP 33757)
CLEARWATER, FLORIDA 33756
(813) 441-8966 FAX (813) 442-8470

IN REPLY REFER TO

P. O. Box 1669
Clearwater, FL 33757

December 24, 1997

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

700002384567--3
-12/29/97--01103--004
*****35.00 *****35.00

Re: **Dissolution of Corporation**

Dear Sir or Madam:

Enclosed are Articles of Voluntary Dissolution of Teledirect, Inc. and our check in the amount of \$35 to cover the filing fee. I would appreciate it if you would proceed to dissolve this corporation as of the date of the execution of the Articles of Dissolution. I have also enclosed a copy of the Articles of Voluntary Dissolution. I would appreciate it if you would date-stamp this copy and forward it to my attention in the enclosed self-addressed stamped envelope.

If you have any questions or need additional information, please contact me collect at (813) 441-8966 since we need to have this corporation dissolve this year.

Thank you for your assistance in this matter.

Sincerely,

Tom Nash

Thomas C. Nash, II

TCN/skb

Enclosures

FILED
97 DEC 29 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vol. Diss.

Dec 29/97

ARTICLES OF VOLUNTARY DISSOLUTION OF CORPORATION

STATE OF FLORIDA
COUNTY OF PINELLAS

FILED
97 DEC 29 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned President and Secretary of **TELEDIRECT, INC.**, a corporation organized under the laws of the State of Florida, do hereby, for the purposes of complying with the provisions of Florida Statute 607.1403 (1995), in relation to the voluntary dissolution of a corporation, make and attest these Articles of Dissolution and certify as follows:

1. The name of the Corporation is **TELEDIRECT, INC.** The Articles of Incorporation of said Corporation were filed in the office of the Secretary of State of Florida on the 24th day of August, 1995. Said Corporation desires to dissolve. The dissolution was recommended by the Board of Directors of the Corporation and approved by the majority of the shareholders in a meeting of the shareholders held on December 23, 1997 in accordance with Florida Statute §607.1402.

2. The names and addresses of the Officers and Directors of the Corporation are as follows:

Monte C. Sims, President/Director
101 North Garden Avenue, #120
Clearwater, FL 33755

Robert G. Brown, Secretary/Director
101 North Garden Avenue, #120
Clearwater, FL 33755

Roger Turrell, Treasurer/Director
101 North Garden Avenue, #120
Clearwater, FL 33755

Phillip J. Hanna, Director
101 North Garden Avenue, #120
Clearwater, FL 33755

Jared Brown, Director
101 North Garden Avenue, #120
Clearwater, FL 33755

Lawrence James Duke, Director
101 North Garden Avenue, #120
Clearwater, FL 33755

Jim Thornton, Director
101 North Garden Avenue, #120
Clearwater, FL 33755

Keith Byington, Director
101 North Garden Avenue, #120
Clearwater, FL 33755

3. All debts, obligations and liabilities of the Corporation have been paid, discharged or adequate provision has been made therefor.

4. Any remaining property and assets of the Corporation have been or will be distributed among the Shareholders in accordance with their respective rights and interests.

5. There are no actions pending against the Corporation in any court.

6. The Board of Directors of said Corporation in a meeting duly held and called for that purpose at the offices of Macfarlane Ferguson & McMullen on December 23, 1997 accepted the vote of the shareholders to dissolve the corporation and by unanimous vote did therefor pass the following resolutions:

RESOLVED that in the judgment of this Board of Directors it is deemed desirable and advisable to dissolve this Corporation; and

BE IT FURTHER RESOLVED, that the President and Secretary execute Articles of Dissolution showing the adoption of these resolutions and execute and verify all of the statements required by law to dissolve said Corporation pursuant to the provisions of Florida Statutes; and

THAT the President and Secretary cause such Articles of Dissolution to be filed in the office of the Secretary of State; and

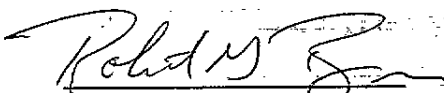
THAT the Officers and Directors of the Corporation take such further action as may be required to effectuate the dissolution of the Corporation and to wind up its business and affairs pursuant to provisions of Florida Statutes.

IN WITNESS WHEREOF, we have made and executed these Articles of Dissolution this

23 day of December, 1997.

Attest:

TELEDIRECT, INC.


Robert G. Brown, Secretary

By:  (SEAL)
Monte C. Sims, President

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that before me personally appeared MONTE C. SIMS and ROBERT G. BROWN, as ~~President and Secretary~~, respectively, of **TELEDIRECT, INC.**, a Florida corporation, to me personally known or who have produced _____ as identification, known to me to be the persons described in and who executed the foregoing instrument, and severally acknowledged the execution thereof to be their free act and deed as such officers, for the uses and purposes therein expressed, and that they affixed thereunto the official seal of said corporation and the said instrument is the act and deed of said corporation.

WITNESS my hand and seal at Clearwater, said County and State, this 2nd day of December, 1997.

Sharon K. Brown

Notary Public

SHARON K. BROWN

Print Notary Name

My Commission Expires:

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SHARON K. BROWN
Notary Public, State of Florida
My Comm. Expires April 13, 1998
No. CC 364323 Reliance