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September 16, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/25/97--01055--015
*****35.00 *****35.00

Re: Tel-All International, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Dissolution of Tel-All International, Inc. together with our firm's check in the amount of \$35.00 constituting payment of fees for dissolution. Please return a stamped copy of the Articles of Dissolution in the stamped, self-addressed return envelope provided herein for your convenience.

Thank you for your cooperation in this regard.

Very truly yours,

FISCHLER & FRIEDMAN, P.A.

Michael A. Fischler
MICHAEL A. FISCHLER

MAF:jg
Enclosure

FILED
97 SEP 17 PM 12:33
RECEIVED
97 SEP 17 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

See 9/23

Vol. DISS.


**ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 607.1402 OF THE
FLORIDA BUSINESS CORPORATION ACT
OF
TEL-ALL INTERNATIONAL, INC.**

FILED
97 SEP 17 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1402 of the Florida Business Corporation Act, the undersigned corporation (the "Corporation") adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

- (a) The name of the Corporation is TEL-ALL INTERNATIONAL, INC.
- (b) The dissolution was authorized on May 16, 1997.
- (c) The dissolution was unanimously approved by all the shareholders of the common stock of the Corporation on May 16, 1997, which shares represented the total issued and outstanding capital stock of the Corporation which were entitled to vote. Therefore, the number case for dissolution was sufficient for approval.

DATED this 31st day of May, 1997.

By:  
Michael Tinari, Secretary