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FILED
98 APR 15 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 9, 1998

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

IRA H. LEESFIELD
Board Certified Civil Trial Lawyer

Re: Dissolution of Corporation - PATRICIA M. KENNEDY, P.A.

JOHN ELLIOTT LEIGHTON
Board Certified Civil Trial Lawyer

Dear Sir or Madam:

Enclosed you will find the following executed documents with reference to dissolving my corporation:

MARIA L. RUBIO

1. Articles of Dissolution; and

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-04/15/98--01058--011

GEORGE G. MAHFOOD
Also Admitted in Pennsylvania

2. Shareholders Written Consent to Action.

*****87.50 *****87.50

STEVEN R. KOZLOWSKI

I am also enclosing my check in the amount of \$87.50 which includes the \$35.00 filing fee for the Articles of Dissolution and \$52.50 for a certified copy. Kindly acknowledge same upon receipt. Thanking you in advance for your courtesies, I am

ROBERT B. BOYERS
Also Admitted in
New York and Connecticut

Sincerely yours,

Patricia M. Kennedy

PATRICIA M. KENNEDY

PMK/kap
Enclosures

Reply to Miami Office only:
2350 South Dixie Highway
Miami, Florida 33133
305/854-4900
Fax: 305/854-8266
E-mail: Leesfield@aol.com

Key West Office:
615½ Whitehead Street
Key West, Florida 33040
800/836-6400
Fax: 305/294-1793

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**ARTICLES OF DISSOLUTION
OF
PATRICIA M. KENNEDY, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, PATRICIA M. KENNEDY, P.A., a Florida corporation, desires to dissolve its corporate status pursuant to Section 607.1403 of the Florida Business Corporation Act, and hereby states as follows:

ARTICLES I - NAME OF CORPORATION

The name of the corporation is PATRICIA M. KENNEDY, P.A. (hereinafter referred to as "Corporation").

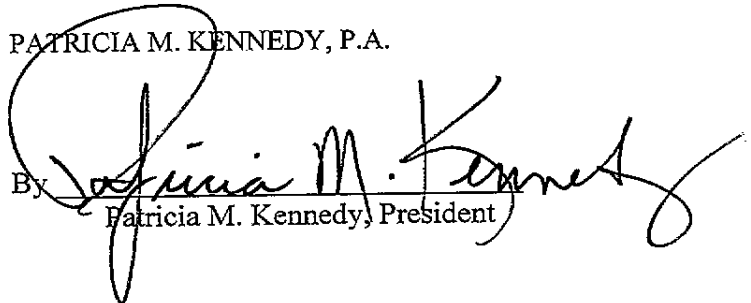
ARTICLE II - DATE OF AUTHORIZATION

These Articles of Dissolution were adopted by the holders of all of the outstanding shares of common stock of the Corporation, as the sole voting group of the Corporation, by a unanimous written consent executed on December 31, 1997, which constituted a sufficient vote for approval by the shareholders.

IN WITNESS WHEREOF, Patricia M. Kennedy, as President of PATRICIA M. KENNEDY, P.A. has caused these Articles of Dissolution to be executed on its behalf on this 31st day of December, 1997.

PATRICIA M. KENNEDY, P.A.

By


Patricia M. Kennedy, President

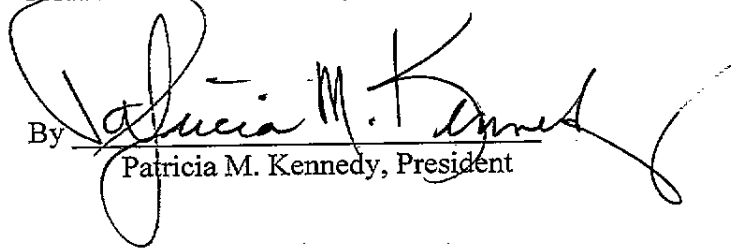
SHAREHOLDERS WRITTEN CONSENT TO ACTION

The undersigned sole shareholder of PATRICIA M. KENNEDY, P.A., a Florida corporation (the "Corporation"), hereby authorizes, approves and consents to the voluntary dissolution of the Corporation. The undersigned further authorizes, approves and consents to the taking by the appropriate officers of the Corporation of all necessary acts to carry out such dissolution in accordance with Section 607.1403 and other applicable Sections of the Florida business Corporation Act (1994), and the applicable sections of the Internal Revenue Code of 1986, as amended, including without limitation the distribution of any property or assets of the Corporation to the shareholders of the Corporation, the payment of any and all debts, obligations and liabilities of the Corporation, the execution of Articles of Dissolution (in the form presented to the shareholders), the filing of the Articles of Dissolution with the Department of State of the State of Florida and the execution and filing of such returns or other instruments as may be required by the Internal Revenue Service, Florida Department of Revenue or Florida Department of State.

IN WITNESS WHEREOF, the undersigned, constituting all of the shareholders of the Corporation, have executed this written consent effective as of December 31, 1997.

PATRICIA M. KENNEDY, P.A.

By


Patricia M. Kennedy, President