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Jeffrey S. Marks
Edward L. Artau

FILED
98 OCT 19 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 15, 1998

Secretary of State
Florida Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-10/19/98-01092--007
*****35.00 *****35.00

Re: *CYBERCOM DEVELOPMENT, INC.*

To whom it may concern:

Enclosed please find the original Articles of Dissolution of Cybercom Development, Inc. for filing, as well as our check in the amount of \$35.00. Also enclosed is an extra copy of the Articles for you to conform and return to the undersigned in the envelope provided. Thank you for your assistance in this matter.

Very truly yours,

MARKS & ARTAU, P.A.

Jeffrey S. Marks
Jeffrey S. Marks, Esq.

JSM:sv
Encl.

VS OCT 26 1998

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ARTICLES OF DISSOLUTION
OF
CYBERCOM DEVELOPMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation is Cybercom Development, Inc. (the "Corporation"). It was organized under the laws of the State of Florida on January 11, 1996.

The Corporation has elected to dissolve pursuant to a special meeting of its shareholders. A true copy of the minutes of the special meeting of the shareholders, the resolution to adopt a plan of corporate liquidation, the waiver of notice, and ratification of the minutes are attached and incorporated by reference as Exhibit "A."

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on October 14, 1998, in Palm Beach County, Florida.

By: Igor Malinsky
Igor Malinsky, President

ATTEST:

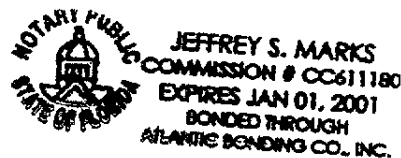
Igor Malinsky
Igor Malinsky, Secretary

State of Florida)
)ss.
County of Palm Beach)

Before me personally appeared Igor Malinsky, personally known to me or who has produced _____ as identification, who executed the foregoing Articles of Dissolution.

Jeffrey S. Marks
Notary Public

My Commission Expires:



MINUTES OF THE SPECIAL MEETING
OF THE SHAREHOLDERS OF
CYBERCOM DEVELOPMENT, INC.

A special meeting of the shareholders of Cybercom Development, Inc., (the "Corporation"), a Florida corporation, was held at 2499 Glades Road, Suite 101, Boca Raton, FL, on October 14, 1998, at 11:30 a.m., pursuant to the waiver of notice attached.

The following shareholders were present in person or by proxy:

SHAREHOLDER	SHARES	IN PERSON	BY PROXY
Igor Malinsky	1000	x	

Igor Malinsky acted as chairperson and secretary of the meeting. The chairperson declared that all shareholders of record received notice of the special meeting and its purpose, all of the shareholders were present, either in person or by proxy, and that all had executed a waiver of notice of the meeting. The chairperson then announced the purpose of the meeting was to consider the dissolution of the Corporation and to adopt a plan of liquidation of the assets of the Corporation.

A discussion ensued and the following resolutions were unanimously adopted by the board of directors and sole shareholder of the Corporation:

WHEREAS, the shareholders, upon recommendation of the directors of the Corporation, have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

WHEREAS, the shareholders must and do hereby adopt a plan of liquidation and dissolution of the Corporation;

RESOLVED, that the following plan of liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provisions for the debts of the corporation, and apportion the remaining assets among the shareholders according to their respective interests:

1. The Corporation shall be liquidated pursuant to sec. 333 of the Internal Revenue code and sec. 607.1402 of the Florida Statutes.
2. The Corporation will distribute all of its property and assets during the month of November, 1998.
3. All liabilities and obligations of the Corporation will be paid or discharged, or adequate provision will be made for them.

I. M.

EXH. "A"

4. The officers of the Corporation are authorized to sell or otherwise liquidate all the properties and assets of the Corporation that they deem necessary or advantageous to facilitate the liquidation of the Corporation.

5. The officers of the Corporation are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including, but not limited to, the following:

- a. executing any and all instruments of conveyance;
- b. paying all taxes and fees;
- c. executing all documents required by law to be filed;
- d. retaining professional advisors; and
- e. doing all other things necessary or convenient to effect the dissolution of the Corporation.

6. After the provision for, or the payment of, the known debts and liabilities of the Corporation, the officers are authorized and directed to distribute the remaining cash or other assets of the Corporation to the shareholders of record according to their respective rights and interest in exchange for their shares in the Corporation.

There being no further business to come before the meeting, it was, upon motion duly made, seconded, and unanimously carried, adjourned.

Igor Malinsky
Igor Malinsky, Chairperson and Secretary

RATIFICATION OF MINUTES OF SPECIAL MEETING OF SHAREHOLDERS OF
CYBERCOM DEVELOPMENT, INC.

We the undersigned shareholders (or assignees of them), i.e. the sole shareholder, of Cybercom Development, Inc. have read these minutes and hereby approve, ratify, and confirm all business transacted as reported in them, and in signification of our approval, ratification, and confirmation and of our consent to any and all acts done at the meeting, do hereby sign our names.

Igor Malinovsky
Shareholder

WAIVER OF NOTICE OF THE SPECIAL MEETING
OF THE SHAREHOLDERS OF
CYBERCOM DEVELOPMENT, INC.

We, the undersigned shareholders, i.e. the sole shareholder, hereby agree and consent that the special meeting of the shareholders of the Corporation be held on the date and time and at the place stated below for the purpose of considering the dissolution of the Corporation and we hereby waive all notice of the meeting and any adjournment of it.

Date of meeting: 10-14-98

Time of meeting: 11:30 am

Place of meeting: 2499 Glades Road, Suite 101, Boca Raton, FL

Igor Malinovsky
Shareholder

93431

Date: 10-14-98

ASSIGNMENT

In complete satisfaction of the rights of Igor Malinsky, the sole shareholder of Cybercom Development, Inc. (the "Corporation") and in consideration for the assumption of the Corporation's liabilities by said sole shareholder on behalf of it, the Corporation assigns, transfers, and conveys all of the Corporation's right, title, and interest in and to all of its property, both real and personal, tangible and intangible, whether known or unknown, to the sole shareholder Igor Malinsky, including but not limited all of the funds contained in First Union Bank Account No. : 2090001834322

Executed on October 14, 1998, at Palm Beach County, Florida. . .

By: Igor Malinsky.
Igor Malinsky, President