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Thornton, Torrence & Gonzales, P. A.

Attorneys at Law

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* ACCREDITED ESTATE PLANNER
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6645 RIDGE ROAD
PORT RICHEY, FL 34668
Phone: 813-845-6224
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July 28, 1997

Secretary of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

400002253504--4
-07/31/97--01024-0116
*****35.00*****

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 31 AM 8:08

Re: Articles of Dissolution - J. D. Maximus, Inc.

Dear Sir:

Enclosed is an original and duplicate copy of the Articles of Dissolution for the above referenced corporation, together with minutes approving the dissolution.

Please endorse your approval of the Articles on the duplicate copy and return it to the attention of the undersigned.

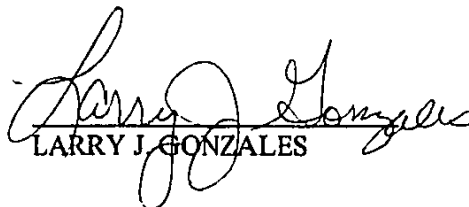
A check in the amount of \$35.00 is enclosed to cover the cost of same.

If you find any problems with the enclosed documents, please contact the undersigned by telephone rather than returning the same.

Thank you for your attention to this matter.

Very truly yours,

THORNTON, TORRENCE
& GONZALES, P.A.


LARRY J. GONZALES

Enclosure
corporateletter.amd
5/1/95

Dis
Sp 7/31/97

ARTICLES OF DISSOLUTION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 31 AM 8:08

J. D. MAXIMUS, INC.

J. D. MAXIMUS, INC., a Florida corporation (the "Corporation") in accordance with the Florida General Corporation Act, hereby adopts the following Articles of Dissolution:

ARTICLE I: NAME AND ADDRESS

The name and address of the Corporation is J. D. MAXIMUS, INC., 8100 Brighton Drive, Port Richey, FL 34668.

ARTICLE II: OFFICERS

The names and respective addresses of the Corporation's officers are:

<u>TITLE</u>	<u>NAME AND ADDRESS</u>
President:	JAMES A. FISH 8100 Brighton Drive Port Richey, FL 34668
Vice-President:	DENISE M. CLARK 10335 White Cedar Street Port Richey, FL 34668
Secretary:	DENISE M. CLARK 10335 White Cedar Street Port Richey, FL 34668
Treasurer:	DENISE M. CLARK 10335 White Cedar Street Port Richey, FL 34668

ARTICLE III: DIRECTORS

The names and respective addresses of the Corporation's Directors are:

NAME

ADDRESS

JAMES A. FISH

8100 Brighton Drive
Port Richey, FL 34668

DENISE M. CLARK

10335 White Cedar Street
Port Richey, FL 34668

ARTICLE IV: LIABILITIES

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

ARTICLE V: PROPERTY

All remaining property and assets of the Corporation have been distributed among its Shareholders in accordance with their respective rights and interests.

ARTICLE VI: LITIGATION

There are no actions pending against the Corporation in any Court.

ARTICLE VII: DISSOLUTION

The Corporation elected to dissolve by act of the Corporation. The following resolution was adopted by the Shareholders of the Corporation on July 22, 1997.

RESOLVED, that it is in the best interests of the Corporation that it be dissolved; and

FURTHER RESOLVED, that the officers of the Corporation shall take such acts as are necessary to comply with Florida law with regard to this dissolution.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Dissolution this 22 day of July, 1997.

By: JAF

JAMES A. FISH, as President

Attest: DMC

DENISE M. CLARK, as Secretary

STATE OF FLORID
COUNTY OF ~~PASCO~~ DADE

The foregoing instrument was acknowledged before me this 22 day of July, 1997, by JAMES A. FISH, as President of J. D. MAXIMUS, INC., a Florida corporation on behalf of the Corporation. JAMES A. FISH is personally known to me or has produced as identification.

Christine A. Knik
NOTARY PUBLIC

My Commission Expires:



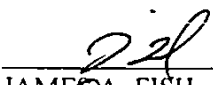
UNANIMOUS CONSENT IN LIEU OF SPECIAL
MEETING OF SHAREHOLDERS AND DIRECTORS OF

J. D. MAXIMUS, INC.

This Consent shall be in lieu of a special meeting of the Shareholders and Directors of J. D. MAXIMUS, INC., a Florida corporation (the Corporation").

The undersigned, being all of the Shareholders and Directors of the Corporation, acting without meeting, pursuant to the Florida General Corporation Act and the Bylaws of the Corporation, do hereby consent to the dissolution of the Corporation and approve and adopt the foregoing Articles of Dissolution.

DATED: 7/22/97



JAMES A. FISH



DENISE M. CLARK