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December 27, 2000

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

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-01/02/01--01006--001
*****43.75 *****43.75

RE: MIDLER, INC.

Enclosed please find the original and one copy of Articles of Dissolution for MIDLER, INC., for filing with your office. Also enclosed is a check in the amount of Forty Three Dollars and 75/100 (\$43.75) to cover the following fees:

Filing Fee	\$35.00
Certified Copy Fee	8.75

After your review of the enclosed, please file same with your office and return proof of filing and the certified copy to the undersigned. If you have any questions concerning this matter, please do not hesitate to contact me.

Very truly yours,


Sandy Levitt

SAL:bc
Enclosure

FILED
00 DEC 29 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D.S.S.

CC

S. PAYNE

JAN 9 - 2001

ARTICLES OF DISSOLUTION
OF
MIDLER, INC.

FILED
00 DEC 29 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

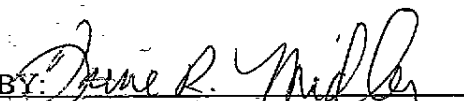
PURSUANT TO THE provisions of Section 607.1403 Florida Statutes, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving:

1. The name of the corporation is MIDLER, INC.
2. Dissolution was authorized by resolution of the Board of Directors on December 26, 2000 and by unanimous vote of the Shareholders on December 26, 2000.
3. Of the shares outstanding and entitled to vote on the matter of dissolution, 100% voted for dissolution. No voting by classes is required, and the foregoing vote is sufficient for approval of dissolution.

Dated, this 27th day of December, 2000.

ATTEST:

MIDLER, INC., a Florida corporation

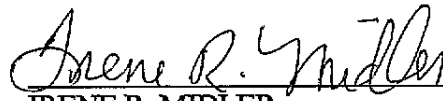
BY: 
SECRETARY

BY:  [SEAL]
PRESIDENT

CONSENT OF SHAREHOLDERS TO DISSOLUTION

THE UNDERSIGNED, being the holders of all outstanding shares of MIDLER, INC., do hereby consent to the voluntary dissolution of said corporation and do authorize the president of said corporation to execute and file of Articles of Dissolution with the Florida Department of State.


STANLEY A. MIDLER


IRENE R. MIDLER