

P96000026929

MJ CAPITAL, INC.
6553 46TH STREET NORTH, SUITE 925
PINELLAS PARK, FL 33781

FILED
98 NOV -4 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 1, 1998

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

Re: MJ Capital, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Dissolution and Consent in Lieu of Special Meeting of Board of Directors, together with a check in the amount of \$43.75. This represents the filing fee and certificate of status for MJ Capital, Inc.

Very truly yours,



Michael A. Fryer
President

Enclosures

Check stapled here

200002680132--2
-11/04/98--01050--005
*****43.75 *****43.75

Diss.

11-6-98
cc

ARTICLES OF DISSOLUTION

of

MJ CAPITAL, INC.

The undersigned corporate officers, natural persons competent to contract, hereby dissolve the corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation herein dissolving is MJ Capital, Inc.

ARTICLE II - OFFICERS

The officers of the corporation are:

Michael A. Fryer
Joan M. Fryer

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ARTICLE III - DIRECTORS

The directors of the corporation are:

Michael A. Fryer
Joan M. Fryer

ARTICLE IV - DEBTS

All debts of the corporation have been paid, discharged or provision made for payment.

ARTICLE V - PROPERTY DISTRIBUTION

No property remains in the corporation after applying it to the payment of the liabilities and obligations of the corporation

ARTICLE VI - ACTIONS PENDING

At the present time, there are no actions pending against the corporation.

ARTICLE VII - RESOLUTION TO DISSOLVE

A copy of the resolution to dissolve is attached and incorporated herein by reference. Such resolution was adopted by the shareholders and directors of the corporation as of December 31, 1997.

ARTICLE VIII - FILING WITH STATE OF FLORIDA

These Articles of Dissolution shall be delivered to the Department of State. Upon finding that these Articles of Dissolution conform to law, it shall, when all fees and taxes have been paid as prescribed in Chapter 607, Florida General Corporation Act, file the Articles of Dissolution in accordance with the Florida General Corporation Law.

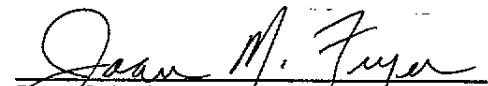
ARTICLE IX - CESSATION OF EXISTENCE

Upon the filing of these Articles of Dissolution by the Department of State, the existence of the corporation shall cease, except for the purpose of suits, other proceedings, and appropriate corporate actions by shareholders, directors, and officers as provided in the Florida General Corporation Law.

IN WITNESS WHEREOF, the undersigned shareholders, officers and directors have executed these Articles of Dissolution this 31st day of December, 1997



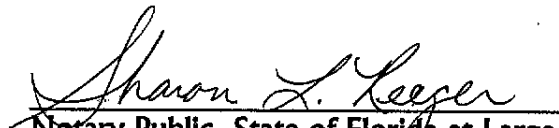
Michael A. Fryer, President

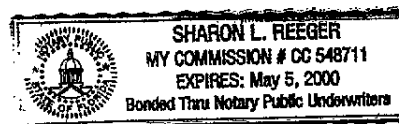

Joan M. Fryer, Vice-President

STATE OF FLORIDA]
COUNTY OF PINELLAS]

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Michael A. Fryer and Joan M. Fryer known to me to be the persons who executed the foregoing Articles of Dissolution, and who acknowledged before me that they executed these Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid this 31st day of December, 1997.


Notary Public, State of Florida at Large
My commission expires:



**CONSENT IN LIEU OF SPECIAL MEETING
OF BOARD OF DIRECTORS AND SHAREHOLDERS
OF MJ CAPITAL, INC.**

The undersigned, being the Directors and/or Shareholders of MJ Capital, Inc. ("the Corporation"), acting without meeting pursuant to the Florida General Corporation Act, hereby consent to and adopt the following actions, preambles, and resolutions:

(1) RESOLVED, that this Consent shall be in lieu of a Special meeting of the Shareholders and Board of Directors of this Corporation.

(2) RESOLVED, that the Corporation shall be dissolved upon consent of the shareholders and directors, by filing Articles of Dissolution with the State of Florida.

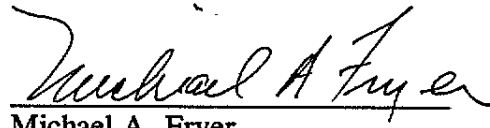
The directors of the corporation are as follows:

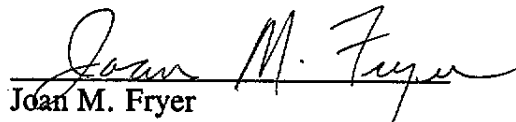
Michael A. Fryer
Joan M. Fryer

The shareholders of the corporation are as follows:

Michael A. Fryer
Joan M. Fryer

Dated this 31st day of December, 1997


Michael A. Fryer


Joan M. Fryer