

P96000028252

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
800-242-
904-222-9111
904-222-0773



ACCOUNT NO. : 072100000032

REFERENCE : 203959 4304937

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pizito

ORDER DATE : December 30, 1996

ORDER TIME : 1:24 PM

ORDER NO. : 203959-005

000002041510--5

CUSTOMER NO: 4304937

EFFECTIVE DATE

CUSTOMER: Joan Cirillo, Esq
Mintz, Levin, Cohn, Ferris,
One Financial Center

12-31-96

Boston, MA 02111

DOMESTIC FILINGS

NAME: PARTNERS MARKETING, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GAIL WILLIAMS

EXAMINER'S INITIALS

FILED
96 DEC 30 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WOL DIS
DEC
12/31

RECEIVED
96 DEC 30 PM 2:36
DIVISION OF CORPORATION

ARTICLES OF DISSOLUTION
BY DIRECTORS AND SHAREHOLDERS
OF
PARTNER MARKETING, INC.
(Incorporated April 1, 1996)

EFFECTIVE DATE
12-31-96

FILED
36 DEC 30 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby adopt the following Articles of Dissolution.

1. The name of the corporation is Partner Marketing, Inc.
2. The date the dissolution was authorized was December 26, 1996.
3. The number of votes cast in favor of the proposal to dissolve the corporation was sufficient for the approval thereof by the shareholders entitled to vote on said proposal.
4. The action to dissolve the corporation was taken by written consent of the shareholders entitled to vote on the proposal to dissolve the corporation given in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

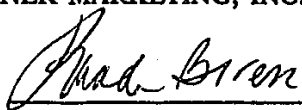
The effective time and date of these Articles of Dissolution shall be 5:00 p.m. on December 31, 1996.

[SIGNATURE PAGE FOLLOWS]

Executed on December 26, 1996.

PARTNER MARKETING, INC.

By:


Randi Biren, President

T3/663514.1