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JOEL H. FELDMAN
DAVID STEIN

MERIDETH WATSON-TRAWICK
CERTIFIED LEGAL ASSISTANT

January 5, 1998

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

200002332702--1
-01/07/98--01068--014
*****35.00 *****35.00


Re: **Uptick Partners, Inc.**

Dear Clerk:

Enclosed please find check #5160 in the amount of \$35.00 representing the filing fee for the enclosed Articles of Dissolution.

Please forward acknowledgment of filing to this office.

Very truly yours,


Merideth Watson-Trawick
Certified Legal Assistant

MWT/pt
Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

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ARTICLES OF DISSOLUTION

OF

UPTICK PARTNERS, INC.

ARTICLE I. NAME. The name of the corporation is UPTICK PARTNERS, INC., with its principal place of business at 433 Plaza Real, #355, Boca Raton, FL 33496.

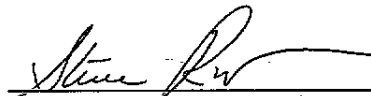
ARTICLE II. DATE OF AUTHORIZATION. The date of authorization to dissolve this corporation was December 18, 1997.

ARTICLE III. APPROVAL OF DISSOLUTION. Approval of dissolution of the corporation was approved by 100% of the shareholders and 100% of the directors of the corporation.

ARTICLE IV. EFFECTIVE DATE. The corporation shall be dissolved as of the date of filing these Articles of Dissolution.

IN WITNESS WHEREOF, I have subscribed my name on this 30th day of December, 1997.

UPTICK PARTNERS, INC.



By: STEVE ROBERTS

Title: President/Director



By: LARRY WILLIAMS

Title: Treasurer/Secretary/Director

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN -6 PM 2:53

APPROVED
AND
FILED

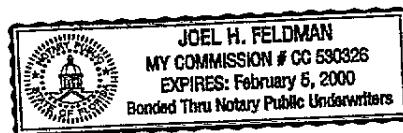
STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared STEVE ROBERTS, to me known to be the person described in and who executed the foregoing instrument, acknowledged before me that he executed the same for the purposes therein expressed and who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 30th day of December, 1997.



NOTARY PUBLIC



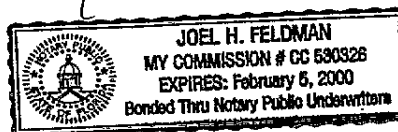
STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared LARRY WILLIAMS, to me known to be the person described in and who executed the foregoing instrument, acknowledged before me that he executed the same for the purposes therein expressed and who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 31st day of December, 1997.



NOTARY PUBLIC



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED