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March 26, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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*****35.00 *****35.00

Re: Dissolution of Memorabilia of Sports, Inc.

Dear Ms. Mortham:

Please find enclosed one original of the Articles of Dissolution (together with their attachments) for **Memorabilia of Sports, Inc.**, a Florida corporation. Please also find enclosed a check made payable to the Florida Secretary of State for 35.00 which represents the filing fee for the Articles of Dissolution.

Please file these Articles of Dissolution as soon as possible. Please call me if you have any questions.

Very truly yours,

Ernest L. Mascara
Ernest L. Mascara

ELM/jsp

Enclosures as noted

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION
FOR
MEMORABILIA OF SPORTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being all of the directors of Memorabilia of Sports, Inc., a Florida corporation, do hereby adopt and file on behalf of Memorabilia of Sports, Inc. the following Articles of Dissolution:

ARTICLE I - NAME

The name of the Corporation is **MEMORABILIA OF SPORTS, INC.** (the "Corporation")

ARTICLE II - DATE OF FILING

The date of filing of the Articles of Incorporation for the Corporation was on May 22, 1996 and the document number of the Corporation is P96000043859.

ARTICLE III - DISSOLUTION OF CORPORATION

The dissolution of the Corporation was authorized and approved unanimously by the directors and shareholders of the Corporation on February 28, 1998. The effective date of the dissolution of the Corporation shall be when these Articles of Dissolution are filed with the Florida Secretary of State.

ARTICLE IV - UNANIMOUS CONSENT

The unanimous consent of the shareholders and directors of the Corporation authorizing the dissolution of the Corporation is attached to these Articles of Dissolution.

ARTICLE V - DEBTS

No debts of the Corporation remain unpaid.

IN WITNESS WHEREOF, all of the directors of the Corporation have executed these Articles of Dissolution on this 4th day of March, 1998.

Stephen W. Fortunato
STEPHEN W. FORTUNATO, Director

**ACTION BY WRITTEN CONSENT IN LIEU OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS AND SHAREHOLDERS OF
MEMORABILIA OF SPORTS, INC.**

The undersigned, being all of the members of the Board of Directors of Memorabilia of Sports, Inc. (the "Corporation") and being all of the shareholders of the Corporation, do hereby take and adopt, pursuant to Chapter 607, Florida Statutes, and do hereby submit the following statement of intent to dissolve the Corporation upon written consent of all of its directors and shareholders:

1. The name of the Corporation is Memorabilia of Sports, Inc., a Florida corporation.

2. All of the members of the Board of Directors of the Corporation and all of the shareholders of the Corporation, hereby authorize the dissolution of the Corporation, acting in accordance with Chapter 607, Florida Statutes.

The foregoing constitutes a complete record of the actions taken and adopted by all of the members of the Board of Directors and shareholders of the Corporation on the 4th day of March, 1998.


STEPHEN W. FORTUNATO, Sole Director
and Sole Shareholder