

DAVID R. SERNS

ATTORNEY AT LAW

SUITE 302

2040 N.E. 163rd STREET

NORTH MIAMI BEACH, FLORIDA 33162

P96000047460

TELEPHONE (305) 947-3538

FAX NO. (305) 947-5285

January 7, 1999

Corporation Division
P.O. Box 6327
Tallahassee, Florida, 32314

0000002736820--8
-01/11/99-01111-008
*****35.00 *****35.00

Re: Moose Face Corporation

Dear Sir or Madam:

Enclosed please find Articles of Dissolution for the above named corporation together Consent of Shareholder to Dissolution and my check in the amount of \$35.00.

Please file the Dissolution and return a copy to me.

Thank you for your cooperation.

Very truly yours,

David R. Serns
David R. Serns

DRS:ss
Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF CORPORATE DISSOLUTION

We, the undersigned, President and Secretary of MOOSE FACE CORPORATION, A Florida Corporation, do hereby for the purposes of complying with the provisions of Section 607.267, Florida Statutes, in relation to the voluntary dissolution of corporations, make, attest and certify as follows:

1. The name of the corporation is MOOSE FACE CORPORATION.
2. The Certificate of Incorporation of the said corporation was filed in the office of the Secretary of State of Florida on May 30, 1996, and its charter number is P 96000047460.
3. The corporation elects to dissolve.
4. The following is the name and address of the officers of the corporation.

President: Leonard M. Obler
1450 N.E. 123rd Street
North Miami, Florida 33161

Secretary: Georgina G. Obler
1450 N.E. 123rd Street
North Miami, Florida 33161
5. Leonard M. Obler is the sole Director of the Corporation.
6. That all debts, obligations and liabilities of the corporation have been paid or discharged, or that adequate provision has been made therefor.
7. That all the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests, or that no property remained for distribution to the shareholders after applying it to the payment of the liabilities and obligations of the corporation.

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TALLAHASSEE, FLORIDA

8. That there are no actions pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending action.

9. That by unanimous written consent of all of the shareholders, a true copy of which is attached hereto, the shareholders of the corporation did consent to the voluntary dissolution of the corporation.

State of Florida

SS:

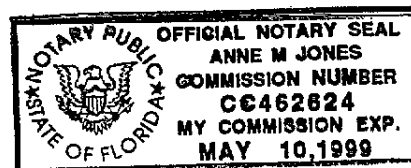
County of Miami-Dade

On this day personally appeared before me, the undersigned authority, LEONARD M. OBLER and GEORGINA G. OBLER, President and Secretary of MOOSE FACE CORPORATION, A Florida Corporation, to me well known to be the persons who signed the foregoing Certificate of Corporate Dissolution as such officers and severally acknowledged the execution thereof to be their free act and deed as such officers for the uses and purposes therein contained.

WITNESS my signature and official seal at Miami, said County and State, this 30 day of December, 1998.

Anne M. Jones
Notary Public State of Florida

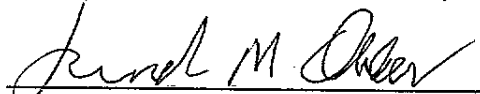
My Commission Expires:



CONSENT TO CORPORATE DISSOLUTION

The undersigned being the sole stockholder of MOOSE FACE CORPORATION, A Florida Corporation, hereby consents to the voluntary dissolution of the corporation, effective this date.

Dated at Miami, Florida, this 31st day of December, 1998.



LEONARD M. OBLER, Sole Stockholder

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