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LAW OFFICES

**MICHAEL R. BASS, P.A.**

6TH FLOOR - COLONIAL BANK BUILDING  
600 SOUTH ANDREWS AVENUE  
FORT LAUDERDALE, FLORIDA 33301  
(954) 467-8801 FAX: (954) 467-8806

December 19, 2001

000004739210--5  
-12/26/01--01076--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

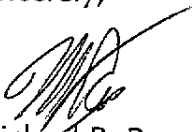
Re: MICROCEPTION, INC.

Ladies/Gentlemen:

Enclosed is the original and one (1) copy of the Articles of Dissolution for the above referenced corporation, together with our check in the amount of \$35.00 representing the filing fee thereon.

Thank you for your cooperation and assistance in this matter.

Sincerely,



Michael R. Bass

MRB:mjb

Enclosures

FILED  
01 DEC 28 PM 1:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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12-26-01

**ARTICLES OF DISSOLUTION  
OF  
MICROCEPTION, INC.**

**ARTICLE I**

The name of this Corporation is MICROCEPTION, INC., which was duly incorporated on July 1, 1996.

**ARTICLE II**

The name, title and post office address of each of the officers of the Corporation is as follows:

President, Vice President, Secretary and Treasurer	David Berkovsky 3100 N. Ocean Boulevard Suite 803 Ft. Lauderdale, Florida 33301
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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE III**

The name and post office address of each of the directors of the corporation is as follows:

Director	David Berkovsky 3100 N. Ocean Boulevard Suite 803 Ft. Lauderdale, FL 33301
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**ARTICLE IV**

To the extent capable, all debts, obligations and liabilities of this Corporation will be paid or discharged.

**ARTICLE V**

After payment and discharge of all debts, obligations and liabilities, to the extent there is any remaining property, cash and assets of the Corporation, they will be distributed among its shareholders according to their respective rights and interests.

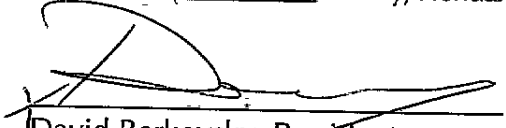
ARTICLE VI

There are no actions pending against the Corporation.

ARTICLE VII

The Corporation has elected to dissolve on the unanimous written consent of its shareholders and directors. A copy of the consent is incorporated and attached as Exhibit "A" on Dec. 19, 2001.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on December 19, 2001 in Broward County, Florida.

  
David Berkovsky, President

ATTEST: DAVID BERKOVSKY, Secretary

(SEAL)

STATE OF FLORIDA )

COUNTY OF Broward )

SS:

Before me personally appeared DAVID BERKOVSKY, known to me and known by me to the person who executed the foregoing Articles of Dissolution, and he acknowledged before me that he executed these Articles of Dissolution of MICROCEPTION, INC., on behalf of the corporation.

(SEAL)

  
NOTARY PUBLIC - SIGNATURE



Michael R. Bass  
MY COMMISSION # DD061973 EXPIRES  
October 29, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

PRINTED NAME

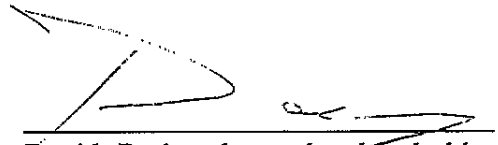


Michael R. Bass  
MY COMMISSION # DD061973 EXPIRES  
October 29, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

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TALLAHASSEE, FLORIDA

**RATIFICATION  
OF THE MINUTES OF THE SPECIAL MEETING  
OF THE DIRECTORS AND SHAREHOLDERS  
OF MICROCEPTION, INC.**

I, the undersigned, being the sole shareholder and director of MICROCEPTION, INC. have read the minutes of the Special Meeting of the Director and Shareholder of the corporation, said special meeting being called for the purpose of the approving the dissolution of MICROCEPTION, INC., and I unanimously approve, ratify and confirm all business transacted at said meeting and in recognition of the approval, ratification and confirmation of the dissolution, give my consent to the dissolution of MICROCEPTION, INC. effective December 19, 2001.

  
\_\_\_\_\_  
David Berkovsky, sole shareholder  
and director