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Requestor's Name

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Howard J. Milchman, P.A.
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IDENT NUMBER(S), (if known):

1. _____
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NEW FILINGS	
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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ARTICLES OF DISSOLUTION PURSUANT TO
SECTION 607.267 OF THE FLORIDA GENERAL BUSINESS
CORPORATION ACT OF ALTERNATIVE PRODUCTION PARTNERS, INC.

To: Department of State Date Paid
Tallahassee, Florida 32304 Filing Fee _____

Pursuant to the provisions of Section 607.267 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Alternative Production Partners, Inc.
2. The names and respective addresses of the officers of the corporation as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Glen Brosnick	President	9209 Carlyle Avenue Surfside, FL 33154
Albert Churba		11040 N.W. 7th St. Plantation, FL 33324
Alan Axelrod		48 Neptune Road Toms River, NJ 08753
Ray Willig		4035 N. Meridian Ave. Miami Beach, FL 33140

3. The names and respective addresses of the directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Glen Brosnick	9209 Carlyle Avenue Surfside, FL 33154
Albert Churba	11040 N.W. 7th St. Plantation, FL 33324
Alan Axelrod	48 Neptune Road Toms River, NJ 08753

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Ray Willig

4035 N. Meridian Ave.
Miami Beach, FL 33140

4. Assets are currently in the process of being liquidated for the prorata payment of all of the liabilities and obligations of the corporation.

5. All the property and assets of the corporation remaining after the payment of all debts, obligations, and liabilities of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

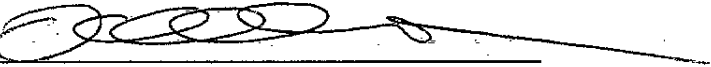
6. There are no actions pending against the corporation in any court.


7. The corporation elected to dissolve by act of the corporation, a resolution to dissolve having been duly adopted by the shareholders on February 20, 1998. A copy of such resolution is attached to these Articles.

Dated February 20, 1998.

ALTERNATIVE PRODUCTION
PARTNERS, INC.

By: 
Glen Brosnick, President

By: 
Albert Churba

By: 
Alan Axelrod

STATE OF FLORIDA)
COUNTY OF BROWARD)

Subscribed and sworn to before me by Glen Brosnick, Albert Churba, and Alan Axelrod, this 20th day of February, 1998, who personally appeared before me. Albert Churba, Alan Axelrod and Glen Brosnick are personally known to me ~~or have produced~~ as identification.


NOTARY PUBLIC

My Commission Expires:
My Commission Number is: