

**GOLDBERG
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ATTORNEYS AT LAW

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REPLY TO:

Fort Lauderdale Office

March 24, 1998

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

800002469458--2
-03/26/98--01078--006
*****87.50 *****87.50

RE: Resource Services & Supply, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Dissolution and Statement of Consent to Dissolve for the above referenced corporation, also enclosed is a check made payable to the Florida Department of State for the following costs:

Filing fee	\$35.00
Certified Copy	<u>\$52.50</u>
Total	<u>\$87.50</u>

Please mail the certified copy to my attention at the mailing address indicated herein.

Very truly yours,

GOLDBERG, YOUNG & GRAVENHORST, P.A.

Marilyn K. Summitt
MARILYN K. SUMMITT
For the Firm

Enclosures
cc: Steven Mishan, Esq.

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Dissolution

*JW
3/27*

FILED
98 MAR 26 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1630 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33305
TELEPHONE (954) 564-8000
MIAMI (305) 944-0309
FACSIMILE (954) 564-0015

THE PLAZA - SUITE 303
5355 TOWN CENTER ROAD
BOCA RATON, FLORIDA 33486
TELEPHONE (561) 395-1449
FACSIMILE (561) 750-5586

SQUIRES BUILDING - SUITE 113
721 U.S. HIGHWAY ONE
NORTH PALM BEACH, FLORIDA 33408
TELEPHONE (561) 842-1986

MAILING ADDRESS: P.O. BOX 23800, FORT LAUDERDALE, FLORIDA 33307

ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 607.1403 OF THE
FLORIDA GENERAL CORPORATION ACT

FILED
98 MAR 26 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the undersigned corporation files the following Article of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is:

RESOURCE SERVICES & SUPPLY, INC.

2. The names and respective addresses of its Officers are:

PRESIDENT/TREASURER: Jerold R. Weinstein
9050 N.W. 49th Place
Coral Springs, FL 33067

VICE PRESIDENT/SECRETARY: Lior Shalev
19000 N.E. 20 Ct.
North Miami Beach, FL 33179

3. The names and addresses of Directors are:

Lior Shalev	Jerold R. Weinstein
19000 N.E. 20 Ct.	9050 N.W. 49 Place
North Miami Beach, FL 33179	Coral Springs, FL 33067

4. There are no actions pending against the Corporation in any court.

5. A conformed copy of the Written Consent to Dissolve is attached. Such Written Consent has been signed by all of the shareholders of the Corporation, which is a sufficient number required for approval. The dissolution was authorized on December 3, 1997.

DATED: 3/24/98.

RESOURCE SERVICES & SUPPLY, INC.

By: 

V.P., its Vice President
Lior Shalev

STATEMENT OF CONSENT TO DISSOLVE

RESOURCE SERVICES & SUPPLY, INC.

BY WRITTEN CONSENT OF ALL ITS SHAREHOLDERS

Pursuant to the provisions of Sections 607.1402 and 607.0704 of the Florida General Corporation Act, the undersigned, constituting the all the shareholders of RESOURCE SERVICES & SUPPLY, INC., a Florida corporation (the "Corporation"), hereby submit the following statement of intent to dissolve the Corporation upon written consent of its sole shareholder.

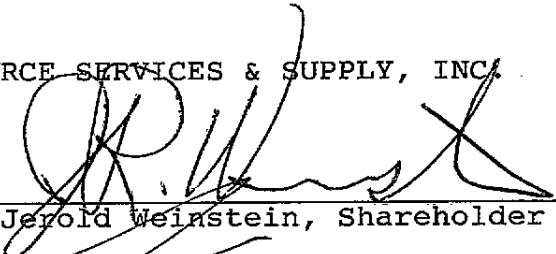
1. The name of the Corporation is:

RESOURCE SERVICES & SUPPLY, INC.

2. All the shareholders of the Corporation hereby authorize the dissolution of the Corporation, and the distribution of all of its assets and payment of its liabilities all in accordance with the Florida Statutes.

RESOURCE SERVICES & SUPPLY, INC.

By:


Jerold Weinstein, Shareholder

By:


Lior Shalev, Shareholder

DATED:

3/24/98