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P96000068880

November 18, 1997

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

300002355013--7
-11/24/97--01014--024
*****87.50 *****87.50

RE: **MANNING OF FLORIDA, INC. ("Company")**
Document Number 96000068880 (9)
Articles of Dissolution

Gentlemen:

As attorney for the above referenced Company, I enclose the following:

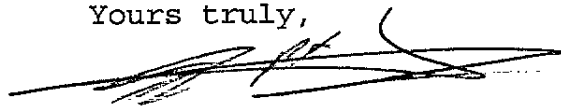
1. Articles of Dissolution: two copies, both duly signed by the sole shareholder of the Company.
2. My check in the amount of \$87.50 to cover the fees for filing the Articles and for a certified copy.

Please return the certified copy to me.

Should you have any questions or need any additional information please telephone me collect.

Thank you.

Yours truly,



William P. Harris, Jr.

WPH/md

Enclo.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION
OF
MANNING OF FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Pursuant to Section 607.1403 of the Florida Business Corporation Act (the "Act"), this Corporation submits these Articles of Dissolution:

FIRST: The name of this corporation is Manning of Florida, Inc. (the "Corporation") which was organized under the laws of the State of Florida on August 15, 1996. Its document number is P96000068880 (9).

SECOND: The effective date of the Corporation's dissolution shall be upon the filing of these Articles of Dissolution with the Department of State.

THIRD: The sole shareholder of the Corporation has given his written consent dated as of November 15, 1997 in accordance with Section 607.0704 of the Act to dissolve the Corporation pursuant to Section 607.1402 of the Act. (See attached).

Signed this 18th day of November, 1997.


LEWIS A. FRASER, President,
Director and Sole Shareholder

**UNANIMOUS WRITTEN CONSENT OF
ACTION BY THE SHAREHOLDERS OF
MANNING OF FLORIDA, INC. WITHOUT A MEETING**

The undersigned, being the sole shareholder of Manning of Florida, Inc., a Florida corporation (the "Corporation"), waive any and all requirements for calling, giving notice of and holding a meeting of the shareholders of the Company and, in lieu of such meeting and pursuant to Section 607.0704 of the Florida Business Corporation Act, consent to the adoption of the following resolutions:


RESOLVED, that the following plan of liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provisions for the debts of the Corporation, and distribute the remaining assets to the sole shareholder:

1. The Corporation shall be liquidated pursuant to 607.1402 of the Florida Business Corporation Act.
2. All liabilities and obligations of the corporation will be paid or discharged, or adequate provision will be made for them.
3. The officers of the Corporation are authorized to sell or otherwise liquidate all the properties and assets of the Corporation that they deem necessary or advantageous to facilitate the liquidation of the Corporation.
4. The officers of the Corporation are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including, but not limited to, the following:

- a. executing any and all instruments of conveyance;
- b. paying all taxes and fees;
- c. executing all documents required by law to be filed;
- d. retaining professional advisors; and
- e. doing all other things necessary or convenient to effect the dissolution of the Corporation.

5. After the provision for, or the payment of, the known debts and liabilities of the Corporation, the officers are authorized and directed to distribute the remaining cash or other assets of the Corporation to the sole shareholder of record as reflected below by his signature in exchange for his shares in the Corporation.

IN WITNESS WHEREOF, the undersigned shareholder has signed this instrument as of November 15, 1997.


LEWIS A. FRASER, owner of all
of the issued and outstanding
shares of the Corporation