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ATTORNEYS AND COUNSELORS AT LAW

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HAROLD E. WOLFE, JR.*

*ADMITTED TO BARS OF:
FLORIDA
GEORGIA
ALABAMA

FILED
98 DEC 22 AM 7:50
TALLAHASSEE, FLORIDA

* FLORIDA BAR BOARD
CERTIFIED ESTATE ATTORNEY
* FLORIDA BAR BOARD
CERTIFIED ESTATE
PLANNING AND PROBATE
ATTORNEY

December 17, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

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-12/22/98--01042--009
*****52.50 *****52.50

Re: Liquidation of 410 Fleming Street,
Inc.

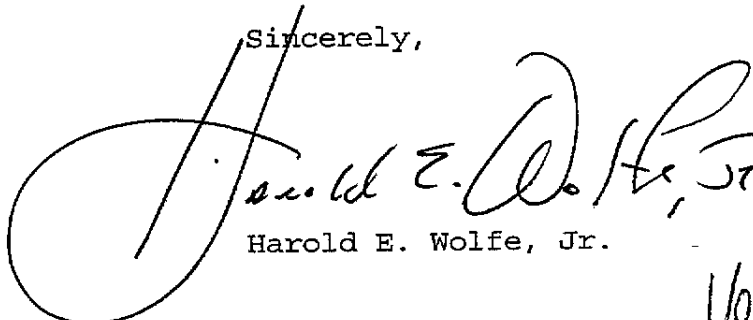
Dear Sirs:

Enclosed for filing with the Florida Department of State, Division of Corporations, are Articles of Dissolution for 410 Fleming Street, Inc. 410 Fleming Street, Inc. elected to voluntarily dissolve pursuant to a Plan of Liquidation which was adopted by the Corporation on September 15, 1998. We would accordingly appreciate your filing these Articles of Dissolution (voluntary) in the Department of State's records.

To cover the costs of the filing of these Articles of Dissolution, we have enclosed our check in the amount of \$52.50. Since the Minutes specify that the Corporation will liquidate by December 31, 1998, we would appreciate the Articles of Dissolution being filed by that time.

Should there be any questions, please feel free to call us.

Sincerely,



Harold E. Wolfe, Jr.

HEW:as
Encls.

cc: Michael L. Browning, Esq.
Mark Z. Finegan
Marva E. Green, C.P.A.

L-11593

Uo/d's

VS JAN 7 1999

FILED
98 DEC 22 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
410 FLEMING STREET, INC.

We, the undersigned, President and Secretary of the Corporation, do hereby file these Articles of Dissolution of 410 FLEMING STREET, INC., a Florida corporation, pursuant to Sections 607.1402 and 607.1403 of the Florida Statutes.

ARTICLE I - NAME OF CORPORATION

The name of the dissolved Corporation is 410 FLEMING STREET, INC.

ARTICLE II - DATE DISSOLUTION AUTHORIZED/

ADOPTION OF PLAN OF LIQUIDATION

The Corporation's dissolution was authorized on September 15, 1998, pursuant to "Minutes of the Special Meeting of the Stockholders and Directors of 410 Fleming Street, Inc.", whereby the Corporation's Stockholders and Directors adopted a plan of complete liquidation under Sections 331 and 336 of the Internal Revenue Code of 1986, as amended. A copy of such Minutes is attached hereto. The Stockholder vote for dissolution at the Special Meeting held on September 15, 1998 was unanimous.

ARTICLE III - LIABILITIES

All liabilities and obligations of the Corporation have been paid or discharged, or adequate provision has been made therefor.

ARTICLE IV - DISTRIBUTION OF ASSETS

All of the Corporation's remaining property and assets have been distributed to its Stockholders, in accordance with their respective rights and interests in the Corporation.

ARTICLE V - ABSENCE OF LITIGATION

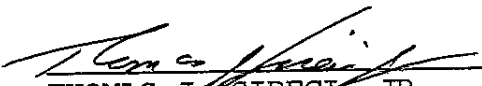
There are no actions or lawsuits presently pending against the Corporation in any court.

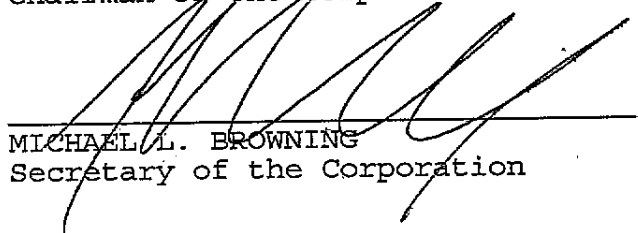
ARTICLE VI - FILING OF ARTICLES OF DISSOLUTION

The Corporation's President is hereby authorized to file these Articles of Dissolution with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 15 day of December, 1998.

410 FLEMING STREET, INC.


THOMAS J. SIRECI, JR.
Chairman of the Corporation


MICHAEL L. BROWNING
Secretary of the Corporation

STATE OF FLORIDA)
)SS.
COUNTY OF MONROE)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared THOMAS J. SIRECI, JR., to me known to be the person described in and who executed the foregoing instrument in her capacity as President and Secretary of 410 FLEMING STREET, INC., and acknowledged before me that she executed same.

WITNESS my official hand and seal this 15th day of December, 1998.



Dana J. Walkup
MY COMMISSION # CC510013 EXPIRES
November 27, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

Dana J. Walkup
Notary Public
State of Florida at Large

My Commission Expires:

This Instrument Prepared By:
Harold E. Wolfe, Jr., Esquire
Harold E. Wolfe, Jr., P.A.
2300 Palm Beach Lakes Blvd.
Suite 302
West Palm Beach, Florida 33409
(561) 697-4100

Dissolution

MINUTES OF THE
SPECIAL MEETING OF THE STOCKHOLDERS AND DIRECTORS
OF
410 FLEMING STREET, INC.

A combined joint special meeting of the Stockholders and Directors of 410 FLEMING STREET, INC., a Florida corporation, was held on September 15, 1998 at the law offices of Browning, Sireci, Guller, Klitenick & Thompson, P.A. located at 402 Applerouth Lane, Key West, Florida 33040.

A roll call of the Corporation's Directors was made and the following two Directors were found to be present in person, viz., MICHAEL L. BROWNING and THOMAS J. SIRECI, JR. A roll call of the of the Corporation's Stockholders was made and the following Stockholders were found to be present in person with each such Stockholder owning the number of percentage of stock set forth opposite his name:

STOCKHOLDER	PRESENT	PERCENTAGE OF OUTSTANDING STOCK	NUMBER OF SHARES
ROBERT CHAPMAN	X	33 1/3%	33 1/3
ROBERT MAGILL LIVING TRUST dated March 15, 1992 (present by Robert Magill)	X	33 1/3%	33 1/3
MICHAEL L. BROWNING	X	16.667%	16.667
THOMAS J. SIRECI, JR.	X	16.667%	16.667

The Corporation's Certified Public Accountant, Marva E. Green was also present.

THOMAS J. SIRECI, JR., the Corporation's President presided as Chairman of the meeting and MICHAEL L. BROWNING, the Corporation's Secretary/Treasurer acted as Secretary of the meeting. The Secretary presented a Waiver of Notice of this meeting that was signed by the Corporation's Stockholders and Directors. The Chairman directed that the Waiver of Notice be attached to the minutes hereof as "Exhibit 1."

The Chairman noted that the Corporation had been negotiating with WILBUR L. DYESS and RICHARD B. JENKINS, for the sale of its assets and had executed a certain "Contract for Sale and Purchase" ("sales contract") for the sale of such assets, such sale to occur on or about October 1, 1998 or shortly thereafter. Accordingly, the Chairman and the Corporate Officers had directed the Corporation's tax counsel, HAROLD E. WOLFE, JR., ESQUIRE, and the Corporation's certified public accountant, MARVA E. GREEN, C.P.A., to prepare a

proposed plan of liquidation under Sections 331, 336 and 453(h) of the Internal Revenue Code of 1986, to be implemented if such sale of assets was actually consummated.

The Chairman then distributed to those present at the meeting a proposed plan of complete liquidation under Section 331 of the Internal Revenue Code of 1986, as amended, to be implemented if the sale of substantially all the Corporation's assets, was consummated pursuant to the sales contract with WILBUR L. DYESS and RICHARD B. JENKINS, but to be abandoned otherwise. The Stockholders and Directors and others present at the meeting discussed the proposed plan of liquidation set forth above. After complete discussion of all the ramifications to such plan of liquidation, the following resolutions containing the plan of complete liquidation under Sections 331, 336 and 453(h) of the Internal Revenue Code, was unanimously adopted:

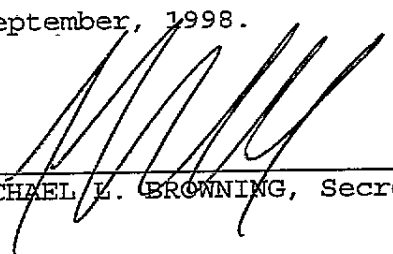
RESOLVED, that the Corporation shall liquidate and dissolve pursuant to the following Plan of Liquidation and Dissolution:


1. The Corporation's Officers are authorized and directed to proceed promptly to sell all or any of the Corporation's assets for the amount and on the terms in accordance with the aforesaid sales contract to WILBUR L. DYESS and RICHARD B. JENKINS.
2. Providing that the sale of assets to WILBUR L. DYESS and RICHARD B. JENKINS pursuant to the sales contract is consummated, the Corporation's Officers are authorized and directed to proceed promptly to wind up the Corporation's affairs; to pay or provide for its liabilities; establish a reserve in a reasonable amount to meet known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and contingent expenses, if they deem such a reserve desirable; distribute the sales proceeds, including any installment obligations received in consideration for the sale pursuant to the plan, all pursuant to Section 453(h) of the Internal Revenue Code, and any other assets, subject to remaining liabilities, to the Stockholders, in cancellation of their shares; and to take all appropriate and necessary action to dissolve the corporation under Florida law; provided, however, that all such actions shall be taken by December 31, 1998.
3. If a reserve established to meet claims against the Corporation is maintained under Paragraph 2. above, the Officers shall arrange for distribution of any unused balance of the reserve to the Stockholders as soon as practical but not later than December 31, 1998.
4. As noted above in Paragraph 2, any installment obligation, including an Agreement for Deed/Purchase Money Mortgage may be distributed to the Stockholders, all pursuant to Section 453(h) of the Internal Revenue Code of 1986, as amended.

5. If the sale of business assets to WILBUR L. DYESS and RICHARD B. JENKINS, pursuant to the sales contract cannot be consummated for any reason, the Corporation's Directors are authorized by resolution to abandon this plan, in which event the actions authorized by Paragraphs 1, 2, 3, and 4 shall not be taken.
6. Assuming that the sale of business assets to WILBUR L. DYESS and RICHARD B. JENKINS pursuant to the sales contract is consummated, the Corporation shall make all necessary filings with the Internal Revenue Service to reflect its liquidation and shall complete such liquidation no later than December 31, 1998 and shall file all necessary final returns for the Corporation (Form 1120S).

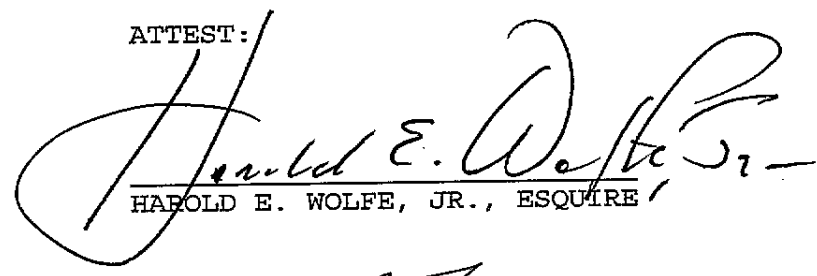
There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.

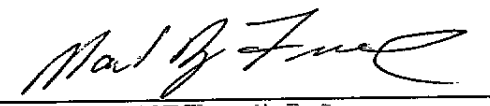
Signed this 15th day of September, 1998.


MICHAEL L. BROWNING, Secretary


THOMAS J. SIRECI, JR., Chairman

ATTEST:


HAROLD E. WOLFE, JR., ESQUIRE


Mark Z. Finigan

"Exhibit 1"

WAIVER OF NOTICE OF SPECIAL MEETING
OF THE
STOCKHOLDERS AND DIRECTORS
OF
410 FLEMING STREET, INC.

We, the undersigned, being the Stockholders and Directors of the Corporation, hereby agree and consent that a special meeting of the Stockholders and Directors of the Corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the Stockholders and Directors present thereat.

Place of Meeting: The law offices of
Browning, Sireci, Guller
Klitenick & Thompson, P.A.
located at
402 Applerouth Lane
Key West, Florida 33040

Time of Meeting: 2:00 o'clock P.M.


Date: September 15th, 1998.

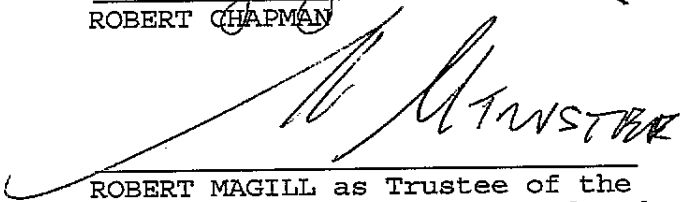
Purpose: To consider whether the Corporation should be liquidated and dissolved pursuant to a plan of liquidation and dissolution in accordance with Sections 331 and 336 of the Internal Revenue Code of 1986, as amended.

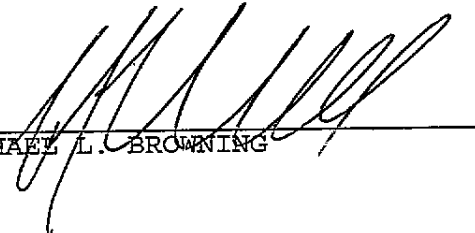
Signed this 15th day of September, 1998.


STOCKHOLDERS:

410 FLEMING STREET, INC.

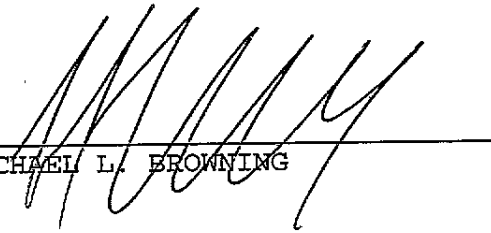

ROBERT CHAPMAN



ROBERT MAGILL as Trustee of the
ROBERT MAGILL LIVING TRUST dated
March 15, 1992 By: Robert Magill


MICHAEL L. BROWNING


THOMAS J. SIRECI, JR.

DIRECTORS:


MICHAEL L. BROWNING


THOMAS J. SIRECI, JR.