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WARREN D. WYKE, SR.

W. D. LIPSCH

October 10, 1997

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

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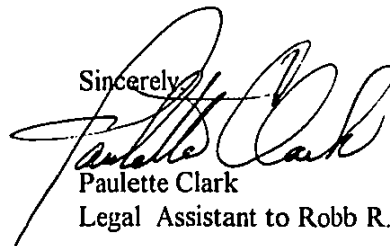
*****35.00 *****35.00

Re: Articles of Dissolution - Paragonistic Charter, Inc.

Dear Sir or Madam:

Please find enclosed for filing the articles of dissolution for Paragonistic Charter, Inc. along with the appropriate filing fee. If you have any questions, or if changes are necessary, please call me.

Sincerely,



Paulette Clark

Legal Assistant to Robb R. Maass

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 15 PM 2:23

Diss.
10-16-97
CC

**ARTICLES OF DISSOLUTION
OF PARAGONISTIC CHARTERS, INC.**

PURSUANT TO 607.1402 OF

THE FLORIDA GENERAL BUSINESS CORPORATION ACT

The undersigned officers of Paragonistic Charters, Inc., file these Articles of Dissolution and state as follows:

1. The name of the corporation is Paragonistic Charters, Inc.

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

President	Kenneth William Patrick P.O. Box 1806 Islamorada, FL 33036
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Assistant Secretary	Robb R. Maass 321 Royal Poinciana Plaza Palm Beach, FL 33480
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3. The names and respective addresses of its directors are:

Kenneth William Patrick
P.O. Box 1806
Islamorada, FL 33036

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

5. All the remaining property and assets of the corporation have been distributed to its shareholders in accordance with their rights and interests.

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

7. A copy of the resolution to dissolve is attached. The resolution was adopted by the shareholders and the directors of the corporation on the 30th day of September, 1997.

DATED this 8 day of October, 1997.

Paragonistic Charters, Inc.

(CORPORATE SEAL)

By: 

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 15 PM 2:23


**WRITTEN CONSENT OF SOLE SHAREHOLDER
OF PARAGONISTIC CHARTERS, INC., A FLORIDA CORPORATION,
IN LIEU OF A SPECIAL MEETING**

The undersigned, being the sole shareholder of Paragonistic Charters, Inc., a Florida corporation (the "Corporation"), hereby takes the following actions by consent in lieu of holding a special meeting, pursuant to the terms of Sections 607.0704 and 607.1402 of the Florida Business Corporation Act:

RESOLVED, that the Corporation be voluntarily dissolved;

RESOLVED, that the appropriate officers of the Corporation are authorized and directed to take all steps necessary or appropriate to carry out the intent of this resolution, including, but not limited to, ceasing the business operations of the Corporation, except insofar as may be necessary for the winding up thereof; and to mail notice of intent to dissolve to all known creditors of and claimants against the Corporation.

DATE: September 30, 1997


Kenneth William Patrick, Sole Shareholder