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December 17, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-12/21/99--01037-015
*****35.00 *****35.00

RE: BTD Ventures, Inc.

Dear Sirs:

Enclosed herewith is the original and one copy of the Articles of Dissolution for the above-referenced corporation. Please file the Articles and return a file stamped copy to the undersigned. I have enclosed a check in the amount of \$35.00 to cover the filing fees.

Thank you for your attention to this.

Very truly yours,



MICHAEL A. DESSOMMES

MAD/md

Enclosures

FILED
99 DEC 21 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RECEIVED JAN 5 2000

ARTICLES OF DISSOLUTION

OF

BTD VENTURES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

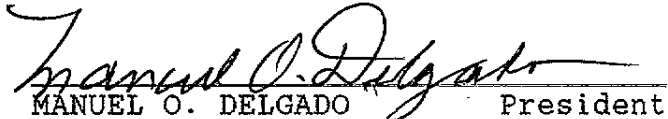
1. The name of the corporation sought to be dissolved is
BTD VENTURES, INC.

2. The dissolution of the corporation was authorized by
Unanimous Consent of the sole shareholder of all shares of stock of
the Corporation and entitled to vote on the issue presented by said
Unanimous Consent, executed on December 14th, 1999, pursuant to
Florida Statute Section 607.0704, which Unanimous Consent was made
part of the records of BTD VENTURES, INC.

3. The dissolution was unanimously approved by the sole
shareholder of all shares of stock of the Corporation and entitled
to vote on the issue presented by said Unanimous Consent and,
therefore, was sufficient for approval.

4. The dissolution of the Corporation shall be effective upon
the execution of these Articles of Dissolution.

IN WITNESS WHEREOF, I have signed these Articles of
Dissolution this 14th day of December, 1999.


MANUEL O. DELGADO President

CERTIFICATION

IT IS HEREBY CERTIFIED that dissolution of the Corporation was
adopted by written unanimous consent of the sole shareholder
pursuant to Section 607.0704, Florida Statutes.


MANUEL O. DELGADO Secretary