

**CORPORATE  
ACCESS,  
INC.**

**P96000103660**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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 TALLAHASSEE, FLORIDA  
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 35.00

1.) Modus Operandi, Inc.  
(CORPORATE NAME & DOCUMENT #)

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 97 DEC 10 PM 12:45  
 DIVISION OF CORPORATION

SPECIAL INSTRUCTIONS

ARTICLES OF DISSOLUTION  
OF  
MODUS OPERANDI, INC.

97 DEC 10 PM 2:59  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT to Section 607.1403 of the Florida Business Corporation Act, this Corporation submits these Articles of Dissolution.

**FIRST:** The name of the Corporation is **MODUS OPERANDI, INC.**, which was duly incorporated on December 23, 1996, by the State of Florida.

**SECOND:** The address of the principal office of the corporation is 122 Fourth Avenue, Indialantic, FL 32903.

**THIRD:** The name and post office address of each of the directors of the Corporation are as follows:

PETER B. DYSON  
122 Fourth Ave.  
Indialantic, FL 32903

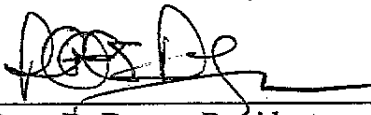
**FOURTH:** The dissolution of the corporation was approved in the manner and by the vote required by law and by the charter of the corporation. The dissolution of the corporation was duly authorized by the Board of Directors and recommended to the stockholders of the corporation.

**FIFTH:** One hundred percent (100%) of the shares entitled to vote for dissolution approved dissolution by Written Consent of the shareholders dated December 5, 1997, said percentage being sufficient for approval of dissolution.

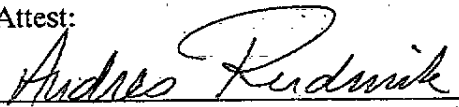
The undersigned President and Secretary certify under the penalties of perjury that to the best of knowledge, information and belief, the matters and facts set forth in these Articles of Dissolution with respect to the approval thereof are true in all material respects.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 8<sup>th</sup> day of December, 1997.

MODUS OPERANDI, INC.

By:   
Peter B. Dyson, President

Attest:

  
Secretary (SEAL)

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**CERTIFIED COPY OF RESOLUTIONS OF**

**MODUS OPERANDI, INC.**

I, hereby certify, that the following resolutions were unanimously adopted by the Shareholders of the Corporation by Written Consent In Lieu of Meeting dated December 5, 1997.

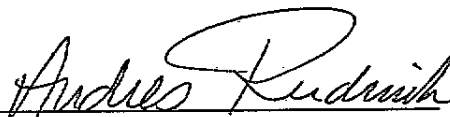
**RESOLVED**, that the Corporation be liquidated in accordance with the provisions of Section 331 and Section 332 of the Internal Revenue Code of 1986, as amended, effective December 10, 1997; and

**FURTHER RESOLVED**, that in accordance with such Plan of Liquidation, the officers, directors and the accountant for the Corporation be and they hereby are authorized and directed to:

- (1) File Form 966 within thirty (30) days after the date hereof with the District Director of the Internal Revenue Service at Chamblee, Georgia, together with a copy of these Resolutions;
- (2) Transfer all of the assets of the Corporation, if any, to the Stockholders of the Corporation;
- (3) Distribute all the assets subject to any unpaid liabilities and reduction and cancellation of all the outstanding stock of the Corporation;
- (4) File Articles of Dissolution with the Secretary of State of Florida;
- (5) File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns as soon as possible after the distribution of the Corporate assets; and
- (6) Provide for the payment of any indebtedness owed by the Corporation to any creditors or lienors; and

**FURTHER RESOLVED**, that all actions taken on behalf of this Corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the Corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

Dated: December 8, 1997

  
Secretary