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NEW FILINGS Profit NonProfit Limited Liability Domestication Other	AMENDMENT Amendment Resignation of R.A., Change of Registered Dissolution/Withdram Merger	Officer/ Director		5:7:55 FILEI
OTHER FILINGS Annual Report Fictitious Name Name Reservation	REGISTRAT QUALIFICA Foreign Limited Partnership Reinstatement Trademark Other	TION	10-22	AH 10: 57

ARTICLES OF DISSOLUTION PURSUANT TO SECTION 607.1403 OF THE FLORIDA BUSINESS CORPORATION ACT

To: Department of State Taliahassee, FL 32314 Date Paid: 10-15-97 Filing Fee \$ 35.00

一門於特別的原本語傳統的問題所以 200 日

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

- 1. The name of this Corporation is Global Resource Management Group, Inc.
- 2. The names and respective addresses of the officers of the corporation are as follows:

Name Richard L. Schneider	Office Chief Executive Officer/ Chief Operating Officer/ President/Secretary	Address	9	m 1:: 2:50
Craig D. Sanford	Chief Financial Officer/ Chief Technical Officer/ Vice President and Treasurer		7 007 21	
Joseph Marfisi	Executive Vice President/ Director of Sales & Marketing and Director of Research & Development		AN 10: 57	i in
Robert I. Kuskin	Collection Network Director			

3. The names and respective addresses of the directors of the corporation are as follows:

Name.

Address

Richard L. Schneider

Craig D. Sanford

Joseph Marfisi

Robert I. Kuskin

- 4. Dissolution was authorized on Greenber 3, 1997.
- 5. The number of votes cast for dissolution was sufficient for approval.
- 6. Adequate provision has been made for the payment of all of the liabilities and obligations of the corporation.
- 7. All the property and assets of the corporation remaining after the payment of all debts, obligations and liabilities of the corporation, have been distributed among its shareholders in accordance with their respective rights and interest.
- 8. There are no actions pending against the corporation in any court.
- 9. The corporation elected to dissolve by unanimous written consent of its snareholders, and such written consent has been signed by all shareholders of the corporation or signed in their names by their duly authorized attorneys. A copy of the written consent or resolution is attached to these articles.

Dated this 20th day of SOTEMBER, 1997.

Global Resources Management Group, Inc.

By: Michard L. Schneider, Chief Executive Officer,

Chief Operating Officer, President and

Secretary

UNANIMOUS WRITTEN CONSENT OF SHAREHODERS TO VOLUNTARY DISSOLUTION OF GLOBAL RESOURCE MANAGEMENT GROUP, INC.

We, the undersigned, being all of the shareholders of Global Resource Management Group, Inc., a Florida corporation, consent to the voluntary dissolution of the corporation and authorized and direct the appropriate officers of the corporation to take all steps necessary or appropriate to carry out the intent of this resolution.

In assent to the above, each of the undersigned stockholders has signed his or her name and dated the signing opposite the number of shares of the corporation held by him or her of record on such date.

Signature	<u>Dat e</u>	Number of Shares
Mchard L. Schneider	500,20,97	400,000
Crayg D. Ranford	Sept 20 1997	400,000
Aller 1: si	September 20, 1997	150,000
Robert I. Kuskin	Sept 20,97	50,000

Richard L. Schneider, Secretary