

ELWOOD M. OBRIG, J.D.

ATTORNEY AT LAW

100 S.E. 12th Street, Fort Lauderdale, Florida 33316

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P97000008120

June 23, 1997

Secretary of State
Corporate Division
P. O. Box 6372
Tallahassee, FL 32314

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-06/27/97--01090--007
*****87.50 *****87.50

Re: Articles of Dissolution of
Passwords of South Florida, Inc.

Dear Sir:

Enclosed are the Articles of Dissolution and Shareholders
Consent thereto for filing. My trust account check no. 5019 in the
sum of \$87.50 is also enclosed.

Kindly furnish me with a certified copy of this Dissolution in
the envelope provided.

Very truly yours,

Elwood M. Obrig
Elwood M. Obrig

EMO/vm

Enclosures (3)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

67 JUN 27 1997

APPROVED
FILED

CM
P97000008120
7pgs
FI Diss
Cert copy

ARTICLES OF DISSOLUTION OF CORPORATION

STATE OF FLORIDA)
 : ss
COUNTY OF BROWARD)

We, the undersigned, President, Secretary and Treasurer of PASSWORDS OF SOUTH FLORIDA, INC., a stock corporation organized under the laws of the State of Florida, do hereby, for the purpose of complying with the provisions of Section 607.1402 F.S., in relation to the voluntary dissolution of corporations, make and attest this Certificate and attach thereto the written consent of the stockholders of PASSWORDS OF SOUTH FLORIDA, INC., for dissolution, and certify as follows:

1. The name of the corporation is PASSWORDS OF SOUTH FLORIDA, INC.,

2. The certificate of incorporation of said corporation was filed in the office of the Secretary of State of Florida on the 28th day of January, 1997.

3. The said corporation elects to dissolve.

4. The names and post office addresses of its directors are as follows:

Names:	Post Office Addresses:
Charles M. Petruzzi	7401 N. E. 8th Court Boca Raton, FL 33487
Brian C. Lodes	3201 N. E. 14th Street Pompano Beach, FL 33062

5. The names, titles and post office addresses of the officers of the corporation are:

Names:	Title:	Post Office Addresses:
Charles M. Petruzzi	President, Secretary	7401 N. E. 8th Court Boca Raton, FL 33487
Brian C. Lodes	V. President	3201 N. E. 14th Street Pompano Beach, FL 33062

6. That the board of directors of said corporation, at a meeting duly held and called for that purpose, at the law office of Elwood M. Odrig, 100 S. E. 12th Street, Fort Lauderdale, Florida, notice of which said meeting was duly waived by each and all of the directors as appears by written waiver in writing annexed and forming a part of the minutes of said meeting of said directors, did, by the unanimous vote of the whole board adopt the following resolutions:


"Resolved, That in the judgment of this Board of Directors it is deemed desirable and advisable to dissolve this corporation forthwith in the manner prescribed by Section 607.1402 F.S.; and be it further

"Resolved, That the President, Vice President and Secretary execute a Certificate showing the adoption of these resolutions and that they also attest the Written Consent of the Stockholders that the corporation be dissolved, and execute and verify all statements required by law to dissolve the said corporation, pursuant to the provisions of Section 607.1402 F.S.; and that the President, Vice President and Secretary cause such Certificate and Consent to be filed in the office of the Secretary of State, together with a duly verified statement of the names and residences of the members of the exiting board of directors and of the names and residences of the officers of this corporation, and proof of publication of all notices prescribed by law; and that the officers and directors of the corporation take such further action as may be required to effect the dissolution of the corporation, and wind up its business and affairs pursuant to the provisions of Section 607.1402 F.S."

And that thereupon, at aid meeting the owners and holders of the entire issued and outstanding stock of PASSWORDS OF SOUTH

FLORIDA, INC., a Florida corporation, two hundred (200) shares without nominal or par value, did signify their Consent in writing that such corporation be dissolved forthwith by signing and executing that such corporation be dissolved forthwith by signing and executing the Consent which is hereto annexed and forms a part hereof.

IN WITNESS WHEREOF, we have made and executed these Articles, this 19 day of June, 1997, at Fort Lauderdale, Broward County, Florida.


CHARLES M. PETRUZZI, President
of PASSWORDS OF SOUTH FLORIDA,
INC., a Florida corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WRITTEN CONSENT OF STOCKHOLDERS
TO DISSOLVE A CORPORATION


We, the undersigned, the holders and owners of record of all the issue and outstanding shares of stock of PASSWORDS OF SOUTH FLORIDA, INC., a corporation duly organized under the laws of the State of Florida, owning the number of shares set opposite our names, respectively, and entitled to vote on the dissolution thereof, do hereby consent that the said corporation be dissolved forthwith, pursuant to Section 607.1402 F.S., and we do hereby sign this instrument for the purpose of signifying such consent in writing, as required by the said Section.

IN WITNESS WHEREOF, we have hereunto set out hands and seals, and opposite thereto the number of shares of stock held by us, respectively, this 19 day of June, 1997.

Names:	Number of Shares:
Charles M. Petruzzi	100
Brian C. Lodes	100

(Corporate Seal)

Attested by:



CHARLES M. PETRUZZI

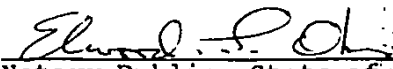


BRIAN C. LODES

STATE OF FLORIDA)
 : ss
COUNTY OF BROWARD)

On this 19 day of June, 1997, before me personally appeared CHARLES M. PETRUZZI and BRIAN C. LODES to me known and known by me to be the persons who executed the foregoing Consent for dissolution, and they severally duly acknowledged to me that they executed the same for the purposes therein stated, and as their own free act and deed.

IN WITNESS WHEREOF, we have hereunto set our hands and official seals at Fort Lauderdale, Broward County, Florida, the day and year last aforesaid.


Notary Public, State of Florida

My Commission Expires:



Elwood M Orlig
My Commission CC834544
Expires March 31, 2001

STATE OF FLORIDA)
 : ss
COUNTY OF BROWARD)

CHARLES M. PETRUZZI, being duly sworn, does depose and say, each for himself, that he is the President of PASSWORDS OF SOUTH FLORIDA, INC., a Florida corporation, and that he is the Secretary of said corporation; that the foregoing Certificate signed by him is true; that the annexed written Consent of the Stockholders of PASSWORDS OF SOUTH FLORIDA, INC., a Florida corporation, consenting to the dissolution forthwith of said corporation was so executed by the persons executing the same, on the 19 day of June, 1997, and that the number of shares set opposite each signature to such written Consent is the number of shares standing on the books of

the corporation in the name of such consenting stockholder, and that the total number of shares issued and outstanding by said corporation is two hundred (200) shares without nominal or par value, and the number of consenting shares is the entire number of shares of said stock of said corporation issued and outstanding.


CHARLES M. PETRUZZI, President

SUBSCRIBED and sworn to before me, this 19 day of June, 1997, at Fort Lauderdale, Broward County, Florida.


Notary Public, State of Florida

My Commission Expires:



Edward M Otrig
My Commission CC834544
Expires March 31, 2001

APPROVED
FILED
97 JUN 27 1997