

FLICKER CORP., INC.  
5155 Flicker Field Circle  
Sarasota, Florida, 34231

P9700013835

August 26, 1997

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

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-08/28/97--01018--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sirs:

Enclosed is the original ARTICLES OF DISSOLUTION and a copy with a check for \$35.00. Please return the copy of same to the above address.

We have also enclosed a copy of the Directors' and the Shareholders' resolutions and votes for dissolution.

Yours very truly,

FLICKER CORP., INC.

Stanley Lambert, Pres.  
Stanley Lambert, President

Telephone No. (941) 924-5408

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLICKER CORP., INC.  
Document No. P97000013835  
FEI No. 65-0730180  
5155 Flicker Field Circle  
Sarasota Florida 34231

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TALLAHASSEE, FLORIDA

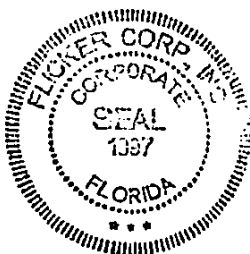
ARTICLES OF DISSOLUTION  
PURSUANT TO SECTION 607.1403  
OF THE FLORIDA STATUTES

Pursuant to the provisions of section 607.1403 of the Florida Statutes the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is FLICKER CORP., INC.
2. Dissolution was authorized on August 25, 1997.
3. The number of shares cast in favor of dissolution was sufficient for approval being 100% of all shares issued.

Date: August 25, 1997

FLICKER CORP., INC.



By: Stanley Lampert, Pres.  
Its President - Stanley Lampert

By: Mary E. Lampert, Sec.  
Its Secretary - Mary E. Lampert

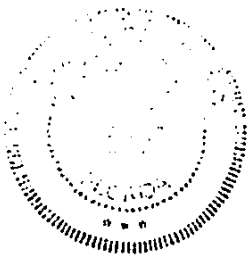
FLICKER CORP., INC.  
5155 Flicker Field Circle  
Sarasota, Florida 34231

BE IT RESOLVED:

That it is in the best interests of this corporation that the corporation be dissolved immediately in accordance with Section 607.1403 of the Florida Statutes, and that a special meeting of the shareholders of the corporation shall be called on the 22nd day of August, 1997, to be held at Sarasota, Florida for the purpose of voting on the resolution to dissolve the corporation, and that the notice of said meeting shall include notice that the purpose of the meeting will be to vote upon the resolution of the Board of Directors recommending dissolution, and that in the event the shareholders favorably vote upon the resolution for dissolution, then the president and secretary of the corporation shall prepare and execute articles of dissolution and comply with such other procedures of the Florida statutes as are required for dissolution.

Adopted by the Board of Directors this 22nd day of August, 1997.

Signed by a majority of the Board of Directors:



Stanley Lampert, Director  
Stanley Lampert, Director

Mary E. Lampert, Director  
Mary E. Lampert, Director

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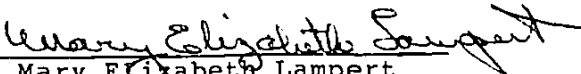
BE IT RESOLVED:

That the shareholders believe that it is in the best interests of the corporation to dissolve immediately in accordance with Section 607.1403 of the Florida Statutes and hereby approve the board of directors resolution for dissolution of this corporation.

Signed by all the shareholders on August 22, 1997.



  
Stanley Lampert

  
Mary Elizabeth Lampert