

P97000015472

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

01-05-98

Examiner's Initials

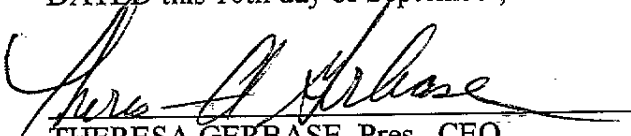
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## ARTICLES OF DISSOLUTION

Pursuant to FL. Statutes 607.1402-1403, et seq., the undersigned officers of the corporation described herein, hereby submits these Articles of Dissolution to the Florida Secretary of State for the purpose of dissolving the corporation.

1. The name of the corporation is: Florida Small Business Resource Center, Inc., number #P97000015472. The date of its incorporation was: February 14th, 1994.
2. The date dissolution was authorized: August 01st, 1997.
4. There are no shareholders, and no stock issued. The dissolution was approved by the President, Theresa Gerbase, and V.P., Secretary/Treasurer, C. G. York, and the vote to dissolve, and the plan to dissolve same was unanimous.
- 5.. These Articles of Dissolution will be effective immediately, August 01st, 1997, or upon any statutory legal date as soon thereafter permitted under Florida law.

DATED this 10th day of September, 1997.

  
THERESA GERBASE, Pres., CEO

  
C.G. YORK, V.P., Sec., Treas.

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MINUTES OF SPECIAL MEETING OF DIRECTORS  
[DISSOLUTION]

A special meeting of the board of directors of Florida Small Business Resource Center, Inc., took place on August 01st, 1997 at 15717 Gulf Blvd., Reddington Beach, FL.. Present were the director(s) of the corporation: Theresa Gerbase, Pres., and C.G. York, V.P., Sec., Treas..

The board of director(s) discussed the dissolution of the corporation and a plan of liquidation. Upon motion duly made and seconded, the following resolutions were adopted:

RESOLVED, that, subject to the unanimous approval of the executive board of the corporation and effective on August 01st, 1997, a plan of complete liquidation be, and hereby is, formulated to effect a complete liquidation and dissolution of the corporation in accordance with the following resolutions;

RESOLVED, that Theresa Gerbase of the corporation be, and he hereby is, authorized to receive any and all accounts receivable within the next thirty-five (35) days, there are none known, and any unknown receivables left uncollected, if any are discovered, shall be left and deemed abandoned, to facilitate the complete liquidation of the corporation;

RESOLVED, that after providing for all proper debts of the corporation, and to the extent that the assets of the corporation are sufficient therefore, all remaining assets including accounts receivable of the corporation, and only those received over the next thirty-five (30) days, shall be allocated for and distributed to Theresa Gerbase with the understanding that any receivables uncollected after 35 days shall be left and deemed abandoned for any and all lawful use and purposes.

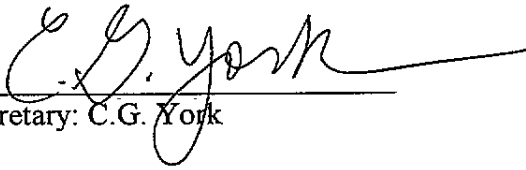
RESOLVED, that the actions provided for in the foregoing resolutions shall commence as soon as practicable after executive board approval of this plan of complete liquidation;

RESOLVED, that Theresa Gerbase of the corporation be, and he hereby is, authorized and directed to receive any accounts receivable over the next 35 days only, and all remaining receivables shall be abandoned, and to do or cause to be done all acts and things she may deem necessary or proper in order to carry out the complete liquidation and dissolution of the corporation and to fully effectuate the the foregoing resolution;

RESOLVED, that the board of director hereby recommends to exucutive board that they approve the dissolution of the corporation and the plan of liquidation set forth in these resolutions; and

RESOLVED, that a special meeting of the executive board be called on at 4:00 p.m. on this date at 15717 Gulf Blvd., Reddington Beach, FL. 33708, to consider the above resolutions.

There being no further business, the meeting was adjourned.

A handwritten signature in cursive script, appearing to read "C.G. York", written over a horizontal line.

Secretary: C.G. York