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FILED
98 JAN 29 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 9, 1998
Michael J. Calleri
P.O. Box 5416
Spring Hill Fl. 34611

100002416121--7
-01/29/98--01060--014
*****35.00 *****35.00

S.S.#101-64-3184

Case 1081068281

Dear Connie L. Bedwell,

I, Michael James Calleri has closed Computer Palace Inc... December 31, 1997
due to a lack of qualified Technical staff. I am currently battling a heart condition
and live problem due to stress. I am in the process of planing a less stressful business
and a better way to strive for gainful self employment. I will notify you when I set this
transaction.

Sincerely,

Michael J. Calleri

Michael J. Calleri

cc.\Social Security
Anna M. Calleri Power of Attorney

VS FEB 3 1998

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ARTICLES OF DISSOLUTION

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TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Computer Palace Inc.

SECOND: The date dissolution was authorized: 12-31-97

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

Michael J. Calleri
(voting group)

Signed this 16 day of January, 19 98

Signature Michael James Calleri
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Michael James Calleri
(Typed or printed name)

President
(Title)