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REPLY TO:
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January 14, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-01/26/00--01007--008
*****35.00 *****35.00

Re: G & H Redevelopment, Inc.
Martin Holding and Investment, Inc.

Dear Sir:

Enclosed are Articles of Dissolution for G & H Redevelopment, Inc., and Martin Holding and Investment, Inc.

Two checks in the amount of \$35.00 each are enclosed in payment of the filing fee for each of the Articles of Dissolution.

Thank you for your courtesy and assistance.

Sincerely,

LITTMAN & SHERLOCK, P.A.

Virginia P. Sherlock

Virginia P. Sherlock

VPS/nol
Enclosures

FILED
00 JAN 18 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JB V SHEPARD JAN 26 2000

FILED
00 JAN 18 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
MARTIN HOLDING & INVESTMENT, INC.

MARTIN HOLDING & INVESTMENT, INC., a Florida corporation pursuant to the provisions of Section 607.254, Florida Statutes, files these Articles of Dissolution of said Corporation.

1. The name of the Corporation is MARTIN HOLDING & INVESTMENT, INC.

2. The names and addresses of its officers are:

Charles W. Raska	President
4937 SE Longleaf Place	Secretary
Hobe Sound, FL 33455	Treasurer

3. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.

4. All remaining property and assets of the Corporation have been distributed among its Shareholders in accordance with their respective rights and interests.

5. There are no actions pending against the Corporation in any Court.

6. A true copy of the resolution by which this Corporation elected to dissolve by act of the Corporation, by which resolution was unanimously adopted by the Shareholders of the Corporation on January 10, 2000, is attached hereto and by reference made a part hereof.

IN WITNESS WHEREOF MARTIN HOLDING & INVESTMENT, INC., a Florida corporation, has caused these Articles of Dissolution to be signed by its duly authorized Officer this 10th day of January, 2000.

MARTIN HOLDING & INVESTMENT, INC.

By: Charles W. Raska
Its President

ATTEST:

Charles W. Raska
Secretary

(CORPORATE SEAL)

STATE OF FLORIDA

COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 10th day of January, 2000, by CHARLES W. RASKA, as President and Secretary of MARTIN HOLDING & INVESTMENT, INC., a Florida corporation, on behalf of the Corporation.

Virginia P. Sherlock
Notary Public
My Commission Expires:



Virginia P. Sherlock
MY COMMISSION # CC741766 EXPIRES
June 3, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

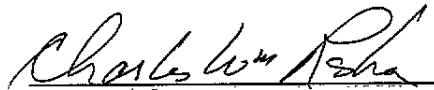
CORPORATE RESOLUTION

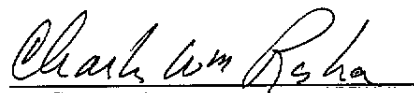
WHEREAS, the Shareholders and Directors of MARTIN HOLDING & INVESTMENT, INC., deem it to be in the best interest of the corporation and its shareholders to dissolve the corporation,

BE IT RESOLVED that the shareholders and directors of MARTIN HOLDING & INVESTMENT, INC., a Florida corporation, have decided to dissolve the Corporation.

IT IS FURTHER RESOLVED that the President and Secretary shall be empowered to accomplish all paperwork, executions of documents necessary to affect said dissolution.

Done this 10th day of January, 2000.


President


Secretary