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LAW OFFICES

**GARY M. KRASNA, P.A.**

1900 CORPORATE BOULEVARD, N.W.  
SUITE 301, WEST BUILDING  
BOCA RATON, FLORIDA 33431

Telephone: 561-995-7700  
Telecopier: 561-995-7775  
E-Mail: GMKLAW@WORLDNET.ATT.NET

Dade Office:  
Penthouse 400  
11440 North Kendall Drive  
Miami, Florida 33176  
Telephone: 305-595-2400

February 26, 1999

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-03/01/99--01093--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir or Madam:

Enclosed herein for filing are the Articles of Dissolution of Jennifer Group, Inc., together with the Joint Corporate Action by the Directors and all the Shareholders of Jennifer Group, Inc.

Enclosed herein is a check in the amount of \$35.00 to cover the filing costs.

If you have any questions or comments, please do not hesitate to contact me. Thank you for your cooperation in this matter.

Very truly yours,  
GARY M. KRASNA, P.A.



Gary M. Krasna

FILED  
99 MAR -1 PM12:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Jess  
NFT 3-3-99

ARTICLES OF DISSOLUTION  
OF  
JENNIFER GROUP, INC.

FILED  
99 MAR -1 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

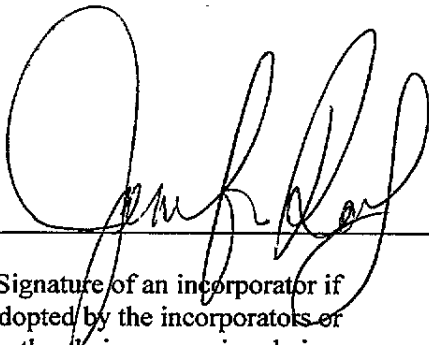
Pursuant to Section 607.1403 of the Florida Business Corporation Act, this Corporation submits these Articles of Dissolution.

FIRST: The name of the Corporation is JENNIFER GROUP, INC.

SECOND: Dissolution of the Corporation was authorized on December 31, 1998.

THIRD: The number of votes cast by the shareholders for dissolution was unanimous and was sufficient for approval.

Signed this 31st day of December, 1998.



(Signature of an incorporator if  
adopted by the incorporators or  
by the chairman or vice chairman  
of the board, president, or other  
officer if adopted by the  
directors)

Jennifer Okaty-Rosenberg

(Typed or printed name)

President

(Title)

JOINT CORPORATE ACTION BY  
THE DIRECTORS AND ALL THE SHAREHOLDERS  
OF  
JENNIFER GROUP, INC.

The undersigned, being the Directors and all of the shareholders of JENNIFER GROUP, INC., a Florida corporation ("Corporation"), do hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements for notice; and do hereby consent in writing to the adoption of the following resolutions, taking said action in lieu of a meeting of the Board of Directors and the shareholders:

RESOLVED, that the Corporation be dissolved.

The action described herein shall be effective as of the 31ST day of December, 1998.

IN WITNESS WHEREOF, the undersigned, being the Directors and all of the shareholders of this Corporation, have hereunto set their hands and seals for the purpose herein expressed.

Dated as of December 31, 1998

DIRECTOR:

JENNIFER OKATY-ROSENBERG

ALL SHAREHOLDERS

JENNIFER OKATY-ROSENBERG