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December 23, 1997

VIA FEDERAL EXPRESS

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32301

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-12/24/97-01081-012
*****35.00 *****35.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Joe DiMaggio Enterprises, Inc.

Dear Sir/Madam:

Enclosed herewith please find the following:

- (1) Articles of Dissolution relating to Joe DiMaggio Enterprises, Inc.
- (2) Copy of Minutes of Special Meeting of the Shareholders and Board of Directors of Joe DiMaggio Enterprises, Inc. approving the dissolution of the corporation.
- (3) Our Trust Account check in the amount of \$35.00 for your filing fee.

We request that your office file the Articles of Dissolution of Joe DiMaggio Enterprises, Inc. with an effective date of dissolution as of December 31, 1997.

Sincerely,

*Mr. D'Agostino
Authorized to
add date diss
was authorized*

[Signature]
Louis D. D'Agostino
For the Firm

EFFECTIVE DATE

12-31-97

LDD/jp
Enclosures

F:\WPDOCS\LT\DIMAGGIO\CORRES97.99\SECSTDIS.LTR
cc: Charles N. Barker, Jr.

*Diss
LFS
1-7-98*

EFFECTIVE DATE

12-31-97

ARTICLES OF DISSOLUTION OF
JOE DIMAGGIO ENTERPRISES, INC.

FILED

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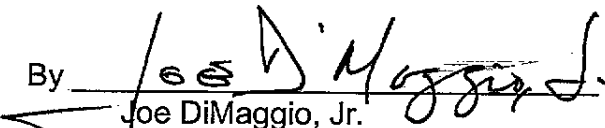
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Joe DiMaggio Enterprises, Inc., a Florida corporation.
2. The date dissolution was authorized: December 23, 1997, effective December 31, 1997.
3. Dissolution was approved by ^{80%} the shareholders. The number of votes cast for dissolution was sufficient for approval. Eighty percent of the shareholders of Joe DiMaggio Enterprises, Inc. approved voluntary dissolution of this corporation.

Signed this 23^d day of December, 1997.

JOE DIMAGGIO ENTERPRISES, INC.
a Florida corporation

By


Joe DiMaggio, Jr.
President

MINUTES OF SPECIAL MEETING OF THE
SHAREHOLDERS AND BOARD OF DIRECTORS
JOE DIMAGGIO ENTERPRISES, INC.

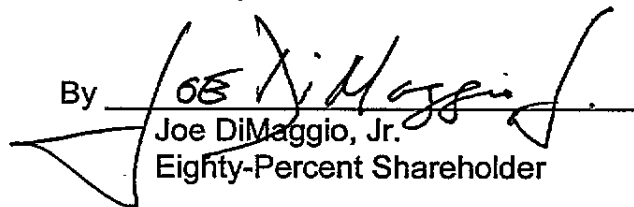
A Special Meeting of the shareholders and directors of Joe DiMaggio Enterprises, Inc., a Florida corporation, was held on Tuesday, December 23, 1997 at the office of Cheffy Passidomo Wilson & Johnson, LLP, at 821 Fifth Avenue South, Suite 201, Naples, Florida 34102. At this meeting, it was resolved by a majority of the shareholders as follows:

BE IT RESOLVED:

1. That the majority shareholder, Joe DiMaggio, Jr., holding eighty percent of the voting stock of Joe DiMaggio Enterprises, Inc. believes it is in the best interest of the corporation to dissolve in accordance with Florida Statutes § 607.1402 (1997) and hereby approves the voluntary dissolution of Joe DiMaggio Enterprises, Inc.
2. As a majority shareholder, Joe DiMaggio hereby directs the President of Joe DiMaggio Enterprises, Inc. to prepare and execute Articles of Dissolution of Joe DiMaggio Enterprises, Inc. and comply with all other procedural requirements of the Florida Statutes governing dissolution.

JOE DIMAGGIO ENTERPRISES, INC.
a Florida corporation

By


Joe DiMaggio, Jr.
Eighty-Percent Shareholder