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PLEASE REPLY TO:
ST. PETERSBURG

November 24, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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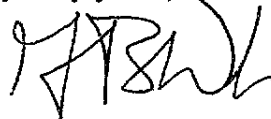
Re: COMP VISION, INC.

Gentlemen:

Enclosed are duplicate originals of Articles of Dissolution for Comp Vision, Inc., together with our check for \$35.00 for the filing fee. Please file these Articles immediately upon receipt and return a stamped copy to our office.

If you have any questions or if there is a problem with the filing, please telephone this office before returning the documents. Your prompt attention to this matter is appreciated.

Very truly yours,



G. Barry Wilkinson

/dt

Enclosures

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FILED
97 DEC -1 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC - 4 1997

ARTICLES OF DISSOLUTION
OF
COMP VISION, INC.

FILED
97 DEC -1 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COMP VISION, INC., in accordance with the Florida Business Corporation Act, hereby adopts the following Articles of Dissolution:

ARTICLE 1: NAME

The name of the Corporation is COMP VISION, INC..

ARTICLE 2: OFFICERS

The names and respective addresses of the Corporation's officers are:

<u>TITLE</u>	<u>NAME AND ADDRESS</u>
President:	NANCY L. CAVEY 821 16th Street North St. Petersburg, FL 33734
Vice President:	SONDRA R. SEAY 245 Central Avenue St. Petersburg, FL 33701
Secretary:	NANCY L. CAVEY 821 16th Street North St. Petersburg, FL 33734
Treasurer:	SONDRA R. SEAY 245 Central Avenue St. Petersburg, FL 33701

ARTICLE 3: DIRECTORS

The names and respective addresses of the Corporation's Directors are:

<u>NAME</u>	<u>ADDRESS</u>
NANCY L. CAVEY	821 16th Street North St. Petersburg, FL 33734

SONDRA R. SEAY

245 Central Avenue
St. Petersburg, FL 33701

ARTICLE 4: PROPERTY

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

ARTICLE 5: LITIGATION

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

ARTICLE 6: DISSOLUTION

The Corporation elected to dissolve by written consent signed by all Shareholders. A copy of the written consent follows these Articles of Dissolution.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Dissolution this 12th day of November, 1997.

COMP VISION, INC.

By: Nancy L. Cavey
NANCY L. CAVEY, as President

Attest: Nancy L. Cavey
NANCY L. CAVEY, as Secretary

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 12th day of November, 1997, by NANCY L. CAVEY, as President and as Secretary, of COMP VISION, INC., a Florida corporation, on behalf of the corporation.

Carol Harvey
NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:



Carol Harvey
MY COMMISSION # CC554805 EXPIRES
June 7, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

UNANIMOUS CONSENT IN LIEU OF SPECIAL MEETING
OF SHAREHOLDERS OF
COMP VISION, INC.

This Consent shall be in lieu of a special meeting of the Shareholders of COMP VISION, INC.

The undersigned, being all of the Shareholders of COMP VISION, INC., acting without meeting, pursuant to the Florida Business Corporation Act and the Bylaws of the Corporation, do hereby consent to the dissolution of the Corporation and approve and adopt the foregoing Articles of Dissolution.

EFFECTIVE DATE: November 5, 1997.



NANCY L. CAVEY, Shareholder



SONDRA R. SEAY, Shareholder