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July 7, 1999

VIA OVERNIGHT MAIL

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

100002927341--3
-07/09/99--01065--012
*****35.00 *****35.00

Re: Articles of Dissolution - OPC Acquisition Corp.

Dear Sirs:

Enclosed for filing is one original and one copy of the Articles of Dissolution for the referenced corporation. Additionally attached is a check made payable to the Department of State in the amount of \$35.00, representing the filing fee. Please acknowledge receipt of this filing by date stamping this letter and returning it to the undersigned in the enclosed envelope.

Thank you for your cooperation.

Sincerely,


Neil S. Baritz

cc: Kenneth Baritz
Dana Stern

FILED
99 JUL -9 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dissolution
LFB 7-15-99

**ARTICLES OF DISSOLUTION
OF
OPC ACQUISITION CORP.**

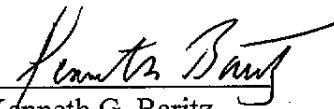
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99 JUL -9 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1403, Florida Statutes, this Corporation adopts the following articles of dissolution:

- FIRST: The name of the Corporation is OPC Acquisition Corp.
- SECOND: The dissolution of this Corporation was authorized on July 6, 1999.
- THIRD: The Corporation has elected to dissolve by the unanimous written consent of all shareholders.

Signed this 7 day of July, 1999.

OPC ACQUISITION CORP.

By: 
Kenneth G. Baritz
Chairman and Chief
Executive Officer