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YOUNG &  
GRAVENHORST, P.A.**  
ATTORNEYS AT LAW

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SUZANNE W. SCHWARTZ  
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REPLY TO:

Fort Lauderdale Office

May 21, 1998

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

600002535626--6  
-05/26/98--01114--012  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: Global Buy, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Dissolution and Statement of Consent to Dissolve for the above referenced corporation, also enclosed is a check made payable to the Florida Department of State for the following costs:

Filing fee	\$35.00
Certified Copy	<u>\$52.50</u>
Total	<u>\$87.50</u>

Please mail the certified copy to my attention at the mailing address indicated herein.

Very truly yours,

GOLDBERG, YOUNG & GRAVENHORST, P.A.

*Marilyn K. Summitt*  
MARILYN K. SUMMITT  
For the Firm

Enclosures

FILED  
98 MAY 26 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Dissolution*

*See 6/1*

1630 NORTH FEDERAL HIGHWAY  
FORT LAUDERDALE, FLORIDA 33305  
TELEPHONE (954) 564-8000  
MIAMI (305) 944-0309  
FACSIMILE (954) 564-0015

THE PLAZA - SUITE 303  
5355 TOWN CENTER ROAD  
BOCA RATON, FLORIDA 33486  
TELEPHONE (561) 395-1449  
FACSIMILE (561) 750-5586

SQUIRES BUILDING - SUITE 113  
721 U.S. HIGHWAY ONE  
NORTH PALM BEACH, FLORIDA 33408  
TELEPHONE (561) 842-1986

MAILING ADDRESS: P.O. BOX 23800, FORT LAUDERDALE, FLORIDA 33307

ARTICLES OF DISSOLUTION OF  
GLOBAL BUY, INC.  
PURSUANT TO SECTION 607.1403 OF THE  
FLORIDA BUSINESS CORPORATION ACT

FILED  
98 MAY 26 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

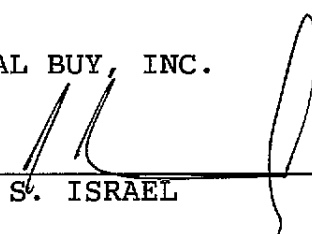
Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, the undersigned corporation files the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is:  
  
GLOBAL BUY, INC.
2. The dissolution was authorized on the 21st day of May, 1998.
3. The dissolution was approved by the Shareholders, and the number cast for dissolution was sufficient for approval.
4. A statement of consent to dissolve the Corporation is hereby attached.
5. The dissolution of the Corporation shall be effective on May 22, 1998.

DATED: 5/22/98

GLOBAL BUY, INC.

By:

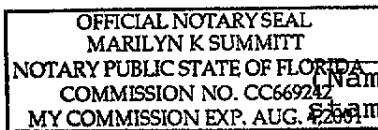
  
GARY S. ISRAEL

STATE OF FLORIDA       )  
                              ) SS:  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, personally appeared GARY S. ISRAEL, who is to me well known to be the person described in and who executed the foregoing Articles of Dissolution, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in said county and state this 21 day of May, 1998.

  
\_\_\_\_\_  
(SIGNATURE OF PERSON TAKING  
ACKNOWLEDGEMENT)



\_\_\_\_\_  
(Name of acknowledger, typed, printed or  
stamped)

\_\_\_\_\_  
(Title or rank (serial number, if any))

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cmd052198.2

[ARTS OF DISLIN FORM]

STATEMENT OF CONSENT TO DISSOLVE

GLOBAL BUY, INC.

BY WRITTEN CONSENT OF ITS SOLE SHAREHOLDER

Pursuant to the provisions of Section 607.1402 of the Florida Business Corporation Act, the undersigned, constituting the sole Shareholder of GLOBAL BUY, INC., hereby submits the following statement of consent to dissolve the Corporation upon written consent of its sole Shareholder.

1. The name of the Corporation is GLOBAL BUY, INC.
2. The sole Shareholder of the Corporation hereby authorizes the dissolution of the Corporation, and the distribution of all of its assets subject to all of its liabilities to its Shareholder.

GLOBAL BUY, INC.

By:

  
GARY S. ISRAEL

DATED:

5/21/90

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[STMT CONSENT DISS-SOLE]