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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
CONTACT: DEBRA H CHRYSTIE
PHONE: (954)462-3300

ACCT#: 076067004147

FAX #: (954)763-2439

NAME: INTERNET RESOURCES SHARING EXCHANGE, INC.
AUDIT NUMBER.....H98000014846
DOC TYPE.....DISSOLUTION
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 11, 1998

INTERNET RESOURCES SHARING EXCHANGE, INC.
1700 N STATE ROAD 7
LAUDERHILL, FL 33313

SUBJECT: INTERNET RESOURCES SHARING EXCHANGE, INC.
REF: P97000097646

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: E98000014846
Letter Number: 498A00041689

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

08/11/98 TUE 12:23 [TX/RX NO 9725]

FAX AUDIT NO. H98000014846

**ARTICLES OF DISSOLUTION
OF
INTERNET RESOURCES SHARING EXCHANGE, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1401, Florida Statutes, the Directors of INTERNET RESOURCES SHARING EXCHANGE, INC., a Florida corporation (the "Corporation"), hereby approve and adopt these Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is INTERNET RESOURCES SHARING EXCHANGE, INC.
2. The Articles of Incorporation of the Corporation were filed with the Florida Department of State on November 13, 1997.
3. None of the Corporation's shares have been issued.
4. No debt of the Corporation remains unpaid.
5. The Directors of the Corporation hereby authorize the dissolution, and constitute all of the Directors of the Corporation.

Date: 7/30/98
CHARLES L. ROUAULT, DirectorDate: 7/30/98
STEVEN ERJAVEC, DirectorDate: 7/30/98
RAFAEL CUENTAS, Director

PREPARED BY: Scott R. Austin, Esquire
100 Northeast Third Avenue, Suite 1100
Fort Lauderdale, FL 33301
(954) 462-3300
Florida Bar No. 434140

FAX AUDIT NO. H98000014846