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RALPH RICHARDS (1893-1980)
JOHN D. FITE
JOHN E. SLAUGHTER, JR.
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OF COUNSEL

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April 23, 1999

Secretary of State
Division of Corporations
409 East Gaines Street, 20th Floor
Tallahassee, Florida 32301

Re: VERONICA'S SECRET, INC.

Gentlemen:

000002857690--8
-04/30/99--01022--005
*****43.75 *****43.75

Enclosed herewith for filing in your office, please find the Articles of Dissolution for the above-referenced corporation, together with an original of the sole shareholder's Unanimous Consent and Affidavit and Consent to the use of the name "Veronica's Secret, Inc."

Also enclosed are Articles of Incorporation to be filed with the Secretary of State, whereby Cynthia I. Rice is incorporating a new corporation using the name, "Veronica's Secret, Inc.," pursuant to the authorization given by Veronica Ferguson referred to above and enclosed, as well.

We enclose herewith a check payable to your order in the amount of \$43.75 to cover the following:

Articles of Dissolution
Certified Copy

We also enclose herewith a check payable to your order in the amount of \$78.75 to cover the following:

Articles of Incorporation
Registered Agent Fee
Certified Copy

\$ 35.00
\$ 35.00
\$ 8.75
\$ 78.75

FILED
98 APR 28 1999
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

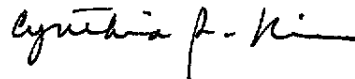
valdis
TLL APR 29 1999

Secretary of State
March 16, 1999
Page 2

The location of the principal office for the Registered Agent is 1253 Park Street, Clearwater, Florida 33756.

We shall appreciate your delivering the certified copies of the Articles of Dissolution and Articles of Incorporation to this office.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Cynthia I. Rice".

Cynthia I. Rice

CIR/ker
Enclosures
cc: Veronica Martin-Ferguson

February 25, 1999

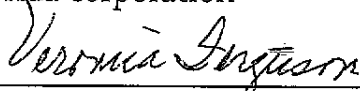
Secretary of State
Division of Corporations
Tallahassee, FL 32304


Gentlemen:

Consent is hereby given for use of the name VERONICA'S SECRET, INC.

VERONICA'S SECRET, INC.
a Florida corporation

By:


VERONICA FERGUSON
its President


VERONICA FERGUSON
Sole Shareholder

ARTICLES OF DISSOLUTION

OF

VERONICA'S SECRET, INC.

FILED
99 APR 28 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1403, Florida Statutes, VERONICA'S SECRET, INC., a Florida corporation (the "Corporation"), hereby sets forth its Articles of Dissolution for the purposes of dissolving the Corporation:

1. The name of the Corporation is: VERONICA'S SECRET, INC.
2. The dissolution of the Corporation was authorized on the 31st day of December, 1998.
3. The unanimous consent of the shareholders of the Corporation to the dissolution of the Corporation has been obtained from all shareholders and a copy of said consent is attached hereto.
4. All debts, obligations, and liabilities of the Corporation have been paid or discharged, or adequate provision has been made therefor.
5. There are no actions pending against the Corporation in any court.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Dissolution to be signed and executed in its corporation name by VERONICA FERGUSON, its President, and attested by VERONICA FERGUSON, its Secretary, and its corporate seal to be hereunto affixed, this 24th day of March, 1999.

VERONICA'S SECRET, INC.
a Florida corporation

By: Veronica Ferguson
VERONICA FERGUSON
its President

(corporate seal)

Attest: Veronica Ferguson
VERONICA FERGUSON
its Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to take acknowledgments, VERONICA FERGUSON, as President and Secretary, respectively, of VERONICA'S SECRET, INC., a Florida corporation, who is personally known to me and is to me known to be the person described in and who executed the foregoing Articles of Dissolution, and she acknowledged then and there before me that she executed the same as such officers on behalf of said corporation for the purposes therein expressed; and that the execution and filing of the said Articles of Dissolution are the acts and deeds of said corporation.

My commission expires:

Kathleen Patterson
Notary Public




Kathleen Patterson
MY COMMISSION # CC802634 EXPIRES
November 19, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

STATEMENT OF INTENT TO DISSOLVE
VERONICA'S SECRET, INC.
BY WRITTEN CONSENT OF ALL THE SHAREHOLDERS

Pursuant to the provisions of Section 607.1402(6) of the Florida Business Corporation Act, the undersigned corporation submits the following statement of intent to dissolve the Corporation upon written consent of all its shareholders:

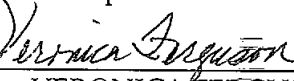
1. The name of the corporation is: VERONICA'S SECRET, INC.
2. VERONICA FERGUSON is the sole shareholder of VERONICA'S SECRET, INC.
3. By her signature set forth below, the sole shareholder consents to and hereby authorizes the dissolution of VERONICA'S SECRET, INC.



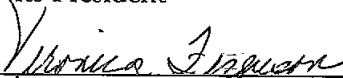
VERONICA FERGUSON
Shareholder

Dated this 31st day of December, 1998.

VERONICA'S SECRET, INC.
a Florida corporation

By: 

VERONICA FERGUSON
its President

By: 

VERONICA FERGUSON
its Secretary