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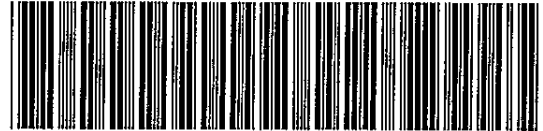
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December 29, 2003

Reply To: Boca Raton
File No.: GOUMF-0007

Via Federal Express

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

**Re: Articles of Dissolution
Franklin Penn, Inc.**

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Dissolution and a check in the amount of \$43.75 representing the fees for filing and for the Certificate of Status. Please forward evidence of filing to the undersigned at your earliest convenience.

Very truly yours,


William S. Kramer

WSK/jkw
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Enclosures

cc: A. Barresi
G. Glasser
M. Gould

**ARTICLES OF DISSOLUTION OF
FRANKLIN PENN, INC.**

PURSUANT to Section 607.1403 of the Florida Statutes, the undersigned corporation adopts these Articles of Dissolution.

FIRST: The name of the corporation is FRANKLIN PENN, INC.

SECOND: The dissolution was authorized by unanimous written consent of the corporation's shareholders and directors on December 24, 2003.

THIRD: Approval by the shareholders for dissolution was by unanimous consent, which is sufficient for approval.

FOURTH: A written consent to dissolution of the corporation, entitled Agreement and Plan for Dissolution and Liquidation of FRANKLIN PENN, INC., has been signed by the sole shareholder and director of the corporation and is attached hereto and made a part hereof as Exhibit "A".

FRANKLIN PENN, INC.

ATTEST:

Marc F. Gould
Marc F. Gould,
Secretary

By:

Marc F. Gould
Marc F. Gould,
President

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 26 day of December, 2003, by Marc F. Gould, President and Secretary of Franklin Penn, Inc., on behalf of the corporation. He is personally known to me or has produced his driver's license as identification and did (did not) take an oath. FDL G 430-546-46, 310-0

Permanand Bhikha
Notary Public

My commission expires:



Permanand Bhikha
My Commission DD009869
Expires March 15, 2005

EXHIBIT "A"

**AGREEMENT AND PLAN FOR DISSOLUTION AND
LIQUIDATION OF FRANKLIN PENN, INC.**

WHEREAS, the undersigned, being the sole stockholder and director of FRANKLIN PENN, INC., a corporation organized under the laws of the State of Florida, has determined that it would be advisable and in the best interests of the corporation and its shareholders for the corporation to be dissolved, and hereby take the following actions by written consent in lieu of a Special Meeting pursuant to Section 607.1402 of the Florida Business Corporation Act;

NOW, THEREFORE, be it:

1. RESOLVED that the shareholders of FRANKLIN PENN, INC. hereby consent to the dissolution of the corporation and to its liquidation pursuant to Section 331 of the Internal Revenue Code or such other Section(s) as the corporation's accountant deems advisable;

2. RESOLVED FURTHER, that the officers and directors of FRANKLIN PENN, INC. are authorized and directed to take all actions necessary to wind up the affairs of the corporation, including the lease, sale, conveyance, or assignment of any or all of the corporation's assets and to execute any documents or instruments necessary and incident thereto;

3. RESOLVED FURTHER, that the Officers and Directors of FRANKLIN PENN, INC. are authorized and directed to apply the assets, in cash or in kind, of the corporation to the payment of its known debts and obligations, and after disposing of the assets of the corporation and making suitable provisions for the payment of all of its known debts, the Officers and Directors are authorized and directed to distribute the remainder of the corporation's assets, if any, to the shareholders, in cash or in kind, according to their respective rights and interests;

4. RESOLVED FURTHER, that Marc Gould, is appointed trustee in liquidation, and that the Officers and Directors are hereby authorized and required to execute all documents, instruments, reports, tax returns, certificates, and affidavits required by any federal, state or local government in connection with or by reason of the liquidation and dissolution of FRANKLIN PENN, INC. or on behalf of the corporation, including U.S. Treasury Department Form 966, and Articles of Dissolution with the Florida Secretary of State;

5. RESOLVED FURTHER, that on completion of all liquidation actions, the Officers and Directors of the corporation are hereby

authorized and required to file all documents required by law to complete the winding up of the affairs and the dissolution of the corporation, including but not limited to the procedures described in Section 607.1406 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned have hereunto signed and sealed this instrument.

EXECUTED this 24th day of December, 2003.



Marc F. Gould, Shareholder and Director