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BRYAN S EDELSTEIN
207 SE Second Place, Apartment I5
Gainesville, Florida 32608
352/318-1183

FILED STATE
SECRETARY OF CORPORATIONS
01 SEP 17 PM 2:18

September 14, 2001

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*****35.00 *****35.00

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32614

To Whom It May Concern:

Enclosed please find the Articles of Dissolution of Trendy Enterprises, Inc and related declarations.

Sincerely,


Bryan S Edelstein

Uo His

V SHEPARD SEP 19 2001

ARTICLES OF DISSOLUTION
OF
TRENDY ENTERPRISES INC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to Section 607.1403 of the Florida Statutes, the undersigned Corporation adopts these Articles of Dissolution.

FIRST: The name of corporation is *TRENDY ENTERPRISES INC*

SECOND: The dissolution was authorized on *December 31, 2000*

THIRD: The dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

FOURTH: These articles of dissolution will take effect on *December 31, 2000* at Gainesville, Florida

DATED: *December 31, 2000*

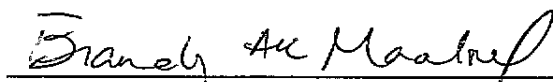
By:


Bryan S Edelstein
Its Secretary/Treasurer

STATE OF FLORIDA
COUNTY OF ALACHUA

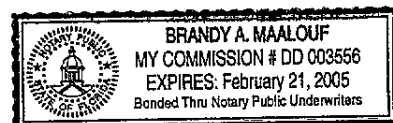
Before me, the abovesigned authority, personally appeared, who is well known to be the person described in and who subscribed the above articles of dissolution, and he/she did freely and voluntarily acknowledge before me according to law that he/she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Alachua County, Florida in said County and State this 14th day of September, 2001.


Notary Public

My Commission Expires 2/21/05

SEAL



**WRITTEN CONSENT AND RESOLUTION
OF
SHAREHOLDER TO DISSOLVE CORPORATION**

The undersigned shareholder hereby agrees and consents to the adoption of the following resolution by the shareholder of *TRENDY ENTERPRISES INC* pursuant to Section 607.1402(6) of the Florida Statutes without the necessity of holding a meeting thereon and waiving all notice of such meeting;

RESOLVED that the plan of liquidation attached hereto be approved by the shareholders of the Corporation;

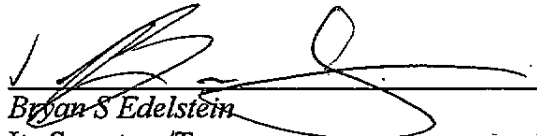
RESOLVED FURTHER that the officers and directors of the Corporation are hereby authorized and directed to collect and distribute the assets of the Corporation in accordance with the terms and on the conditions set forth in the plan, and to take such further action as may be necessary or proper to liquidate and dissolve the corporation;

RESOLVED FURTHER that the Board of Directors may abandon dissolution proceedings and file Articles of Revocation, without further shareholder action, at any time prior to the expiration of one hundred twenty (120) days after the effective date of the Articles with the Department of State.

EXECUTED on

9/14/01

By:


Bryan S Edelstein
Its Secretary/Treasurer

**PLAN OF LIQUIDATION
OF
TRENDY ENTERPRISES INC**

WHEREAS the shareholder of *TRENDY ENTERPRISES INC* has resolved to liquidate the Corporation as of *December 31, 2000*; and

WHEREAS the shareholders acquired the stock of the Corporation on December 31, 1997 for \$100;

BE IT RESOLVED, the assets of the Corporation are to be distributed to *Bryan S Edelstein*, its shareholder;

FURTHER RESOLVED, the only asset of the Corporation is a checking account, and

FURTHER RESOLVED, the assets of the Corporation are treated as received in full payment in exchange for the stock of the Corporation.

FURTHER RESOLVED, as required under Internal Revenue Code Section 336(a), the liquidating S corporation will recognize gain or loss when distributing appreciated property to its shareholders,

EXECUTED on

9/14/01

By:


Bryan S Edelstein
Its Secretary/Treasurer