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November 3, 2000

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Re: Mega Development Corporation
Our File No.: 97-442

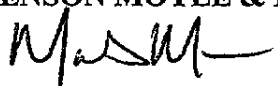
To Whom It May Concern:

Enclosed herewith for filing on behalf of Mega Development Corporation, (the "Company"), please find the original and one copy of the Articles of Dissolution (the "Articles"). Also enclosed please find a check in the amount of \$35.00 representing the requisite filing fee. Kindly return a stamped copy of the Articles of Dissolution in the self-addressed, stamped envelope provided for your convenience.

If you have any questions regarding the enclosed Articles, please do not hesitate to contact the undersigned.

Very truly yours,

BENSON MOYLE & MUCCI, LLP


Mark S. Mucci
For the Firm

MSM/fmc
enclosures

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FILED
00 NOV -6 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN NOV 16 2000

Dissolution

MEGA DEVELOPMENT CORPORATION

ARTICLES OF DISSOLUTION

FILED
00 NOV -6 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mega Development Corporation., a Florida corporation, executes the following articles of dissolution pursuant to Section 607.1403 of the Florida Business Corporation Act:

FIRST: The name of the corporation is Mega Development Corporation. (the "company").

SECOND: The shareholders of the company approved the dissolution of the company on October 2, 2000.

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

EXECUTED: 10/2/00

MEGA DEVELOPMENT CORPORATION

By: Michael Chitwood

Name: Michael Chitwood
Title: President