

Mark E. Pena, Esquire
James A. Thomas, Esquire

P98000039374

The Law Offices
of
PENA & THOMAS, P.A.

Attorneys and Counselors at Law

Tampa

300 S. Hyde Park Ave.
Suite 220
Tampa, FL 33606

Phone: (813) 258-1288
Fax: (813) 258-1810
Please Reply to Tampa

St. Petersburg

562 First Ave. North
St. Petersburg, FL 33701

June 9, 1999

Florida Department of State
Division of Corporations
Attn: Susan Payne
Post Office Box 6327
Tallahassee, Florida 32314

500002904205--3
-06/15/99--01001--002
*****10.00 *****10.00

500002904205--3
-06/15/99--01001--001
*****25.00 *****25.00

Re: Sew Masters Distributing, Inc.

Dear Ms. Payne:

Pursuant to our telephone conversation on June 8, 1999, enclosed please find check no. 1383 in the amount of \$25.00 for the remaining amount owed for the filing fee to file the Articles of Dissolution of Sew Masters Distributing, Inc.

Please file accordingly. Thank you for your assistance in this matter. If you have any questions or concerns please feel free to contact our office.

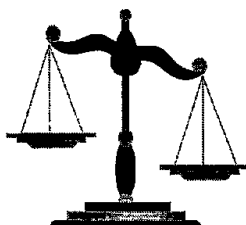
Sincerely,

Lori Cooper

Lori A. Cooper
Paralegal

Enclosure

Diss.



FILED
JUN 14 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. PAYNE JUN 14 1999

Mark E. Pena, Esquire
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of
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John Szpakowski, Esquire
Jeremy Scherch, Paralegal

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Phone: (813) 258-1288
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562 First Ave. North
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March 10, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Sew Masters Distributing, Inc.

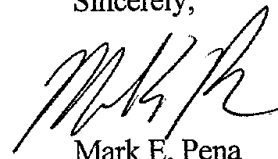
Dear Sir or Madam:

Q98-39374

Please allow this letter to serve as a request for a copy of the Notice of Voluntary Dissolution filed on Sew Masters Distributing, Inc. on or about March 19, 1997. I have enclosed a check in the amount of \$10.00 for the cost of the copies.

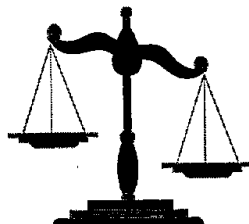
Please return the copy to my office at your earliest convenience. If you have any questions or concerns please feel free to contact my office.

Sincerely,



Mark E. Pena
Attorney At Law

MEP/aaf



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and
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3/18

ARTICLES OF DISSOLUTION

Sew Masters Distributing Incorporated, 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 Sew Masters Distributing Inc.
(the "corporation").

SECOND: The shareholders of the corporation approved the dissolution of the corporation on December 31, 1998.

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

FOURTH: The corporation hereby retains Mark E. Pena, Esquire for the purpose of winding down the corporation pursuant to Florida law. The principle place of business for the corporation during the winding down period will be the attorney's office, located at 300 South Hyde Park Avenue, Suite 220, Tampa, Florida 33606. All records of the corporation pursuant to this winding down will be kept in the possession of the attorney.

EXECUTED ON:

12/31/98

Sew Masters Distributing, Inc

By:

Martin Schwartz

Name:

Martin Schwartz

Title:

President

FILED
99 JUN 14 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA