The Law Offices of MARK E. PENA, P.A.

Tampa

Attorney and Counselor at Law

St. Petersburg

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562 First Ave. North St. Petersburg, FL 33701

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

500002996085--E -09/24/99-01038--010 *****35.00 *****35.00

RE: 4208 ZELAR, INC.

Dear Sir or Madam:

Enclosed please find an ARTICLE OF DISSOLUTION in regards to the above mentioned corporation. Also enclosed please find a check in the amount of \$35.00 for your processing fee.

Should you have any questions regarding this matter, please do not hesitate to contact my office.

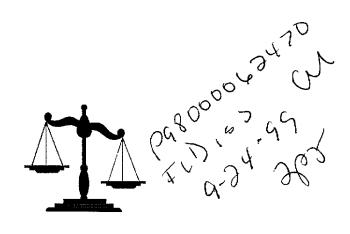
Sincerely

MARK E. PENA Attorney at Law

nc

Enclosures

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ARTICLES OF DISSOLUTION

4208 ZELAR INC., 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 4208 Zelar Inc. (the "corporation").

SECOND:

The shareholders of the corporation approved the dissolution of the

corporation on August 10, 1999.

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:

By:

Name:

Title: