

Buchanan Ingersoll
PROFESSIONAL CORPORATION

Attorneys

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September 7, 1999

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VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
UCC Filing Section
409 E. Gaines Street
Tallahassee, FL 32399

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-09/08/99--01079--003
*****35.00 *****35.00

Re: **Articles of Dissolution**
Gatsby & Subsidiaries, Corp.

To Whom It May Concern:

On November 5, 1998, Gatsby & Subsidiaries, Corp. (the "Corporation") filed its Articles of Incorporation with the Florida Department of State. Since that date, the Corporation has not issued shares of stock or commenced business. On August 30, 1999, the directors and officers of the Corporation, by resolution, authorized dissolution of the Corporation.

Enclosed please find the original and a copy of the resolution and the Articles of Dissolution. The required \$35.00 fee for filing the Articles of Dissolution is also enclosed. Please return verification of filing to the undersigned.

If you have any questions, please do not hesitate to call me.

Sincerely,


Amy Lewis Bergen

ALB/kjh
enclosures

cc: James J. Kennedy, III, Esquire
Linda L. Fleming, Esquire

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION
OF
GATSBY & SUBSIDIARIES, CORP.

In compliance with the requirements of Section 607.1401 of the Florida Business Corporation Act, the undersigned, desiring to effect a dissolution, hereby certifies as follows:

Article I

The name of the Corporation is Gatsby & Subsidiaries, Corp.

Article II

The Articles of Incorporation of the Corporation were filed with the Florida Department of State, Division of Corporations on November 5, 1998.

Article III

None of the Corporation's shares have been issued.

Article IV


No debt of the Corporation remains unpaid.

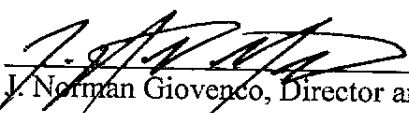
Article V

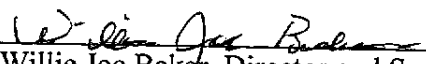
A majority of the directors of the Corporation authorized dissolution on August 30, 1999.


Mark F. Jordan, Director and Chair


Kenneth Sponagle, Director


Kenneth W. Sorah, Director and President


J. Norman Giovenco, Director and Treasurer


Willie Joe Baker, Director and Secretary/
Vice President

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TALLAHASSEE, FLORIDA

RESOLUTION OF THE BOARD OF DIRECTORS

OF

GATSBY & SUBSIDIARIES, CORP.

WHEREAS, pursuant to Section 607.1401 of the Florida Business Corporation Act, the Board of Directors of Gatsby & Subsidiaries, Corp., ("Corporation"), is vested with the authority to dissolve the Corporation; and

WHEREAS, the Directors deem in the best interest of the Corporation to dissolve the Corporation.

NOW, THEREFORE, pursuant to the authority vested in the Board of Directors, after discussion and upon motion duly made, seconded and carried:

BE IT RESOLVED, that the Board of Directors approves dissolution.

FURTHER RESOLVED, that the Board of Directors authorizes and directs the officers of the Corporation to take all actions necessary or desirable to effectuate the foregoing resolution, including the filing of the Articles of Dissolution, attached hereto as Exhibit A, with the Florida Department of State, Division of Corporations.

Dated this 30th day of August, 1999

Willie Joe Baker
Willie Joe Baker, Secretary

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