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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -4 PM 2:40

May 1, 2000

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

IN RE: GLORIA C. DAVIES, INC.

TO WHOM IT MAY CONCERN:

Enclosed are the original and one copy of the Articles of Dissolution for the above named Florida corporation and a check in the amount of \$35.00 representing payment of the applicable fees.

Please file same and return a conformed copy of the articles to me.

Thank you for your assistance in this matter.

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

Very truly yours,



TIMOTHY J. MURTY
Attorney at Law

/km
Enclosures

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V. SHEPARD MAY 17 2000

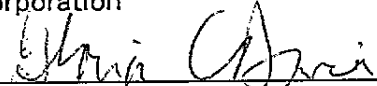
ARTICLES OF DISSOLUTION

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving:

1. The name of the corporation is GLORIA C. DAVIES, INC.
2. Dissolution was authorized by resolution of the Board of Directors on December 31, 1999, and by vote of the shareholders on December 31, 1999.
3. Of the 1000 shares outstanding and entitled to vote on the matter of dissolution, 1000 voted for dissolution. No voting by classes is required, and the foregoing vote is sufficient for approval of dissolution.

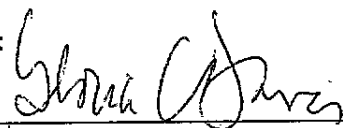
Dated, this 31st day of December, 1999.

GLORIA C. DAVIES, INC., a Florida corporation


GLORIA C. DAVIES, President

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Attest:



GLORIA C. DAVIES, Secretary

WRITTEN CONSENT OF THE SHAREHOLDERS

GLORIA C. DAVIES, INC.

DECEMBER 31, 1999

I, GLORIA C. DAVIES, being the sole Shareholder of GLORIA C. DAVIES, INC. (hereafter the "Corporation"), do hereby consent to and approve the following written consent to action, which shall be treated for all purposes as resolutions passed at a meeting of the Shareholders of the Corporation:


WHEREAS, the Board of Directors adopted a Plan of Complete Liquidation on December 31, 1999; and

WHEREAS, the Shareholder believes that it is in her best interest to dissolve the Corporation;

NOW, THEREFORE, BE IT

RESOLVED, that, as recommended in a resolution adopted by the Board of Directors at its meeting on December 31, 1999, the Plan of Complete Liquidation presented to the meeting be, and the same is hereby approved and adopted, and the Corporation shall be dissolved pursuant to said Plan.

IN WITNESS WHEREOF, the undersigned, being the sole Shareholder of the Corporation, has hereunto set her hand and seal as of date first above written.


GLORIA C. DAVIES