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TRANSMITTAL LETTER

October 4, 1999

FILED
99 OCT -6 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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From: James L. Pruden, PA
370 W. Camino Gardens Blvd., Suite 210
Boca Raton, FL 33432
Phone 561 417-4644

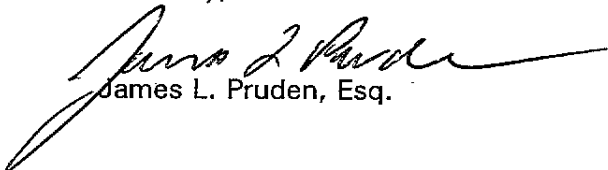
SUBJECT: Wellness RX, Inc.

Enclosed please find the following:

1. The original and one copy of Articles of Dissolution
2. A check in the amount of \$43.75 for the filing fee and certified copy of certificate of status.

If you have any questions or need any further information, please feel free to contact me at the address or telephone number provided above.

Sincerely,


James L. Pruden, Esq.

Diss
10-14-99
DJS

**Articles of Dissolution
Of
WELLNESS RX, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Fla. Stat. §607.1401, this Florida profit corporation submits the following articles of dissolution:

Article 1

Corporate Name

The name of this corporation is: WELLNESS RX, Inc.

Article 2

Incorporation Date

The filing date of the articles of incorporation was: 3/17/99 with an effective date of 3/16/99.

Article 3

Corporate Status

The corporation has not commenced business and there are otherwise no assets of the business.

Article 4

Debts

There is no debt of the corporation that remains unpaid.

Article 5

Shareholder Distributions

The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

Article 6

Adoption of Dissolution

Pursuant to a unanimous vote of the corporation's directors, the dissolution is authorized.

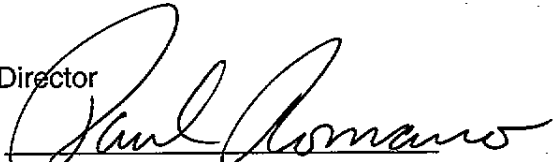
Article 6

Effective Date

The effective date of these articles of dissolution shall be the corporation's effective date of dissolution.

The undersigned, being the sole director of the corporation, has executed the foregoing Articles of Dissolution on this 22nd day of September 1999.

Director



Paul Romano, Director