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ATTORNEYS AT LAW

RICHARD P. CATON
ALSO ADMITTED TO KENTUCKY BAR

SANDRA FASCELL DIAMOND
BOARD CERTIFIED WILLS, TRUSTS & ESTATES

DOUGLAS M. WILLIAMSON
BOARD CERTIFIED REAL ESTATE

Please reply to:

Seminole
February 12, 2001

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ST. PETERSBURG
30 2nd Avenue North, Suite 840
St. Petersburg, Florida 33701
Telephone (727) 896-6900
Facsimile (727) 895-4552

SEMINOLE
7843 Seminole Boulevard
Seminole, Florida 33772
Telephone (727) 398-3600
Facsimile (727) 393-5458

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

Re: ItezBuy.com, Inc.

Dear Sir or Madam:

Enclosed herewith you will please find an original and one copy of the Articles of Dissolution, together with my check in the amount of \$35.00, which represents your fee for filing for same with regard to the above referenced Corporation.

Upon doing so, would you please forward the copy file stamped back to my office as confirmation of your receipt of same. I have enclosed a self addressed stamped envelope for your convenience.

Should you have any questions, or if I may be of further assistance to you, please do not hesitate to contact me.

Thanking you in advance for your anticipated cooperation, I am,

Very truly yours,

Anne Marie Warren

Anne Marie Warren
Legal Assistant

FILED
01 FEB 15 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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enclosures

VOID IS
KRP
2/20


ARTICLES OF DISSOLUTION
OF
ITezBuy.com, INC.

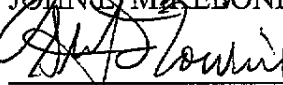
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

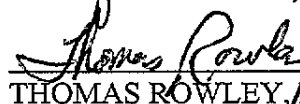
In accordance with the Florida General Corporation Act, ITezBuy.com, INC., hereby adopts the following Articles of Dissolution:

- FIRST: The name of the Corporation is ITezBuy.com, INC.
- SECOND: The filing date of the Articles of Incorporation was December 14, 1999.
- THIRD: The Corporation has not commenced business.
- FOURTH: There are no debts of the Corporation that remain unpaid.
- FIFTH: The net assets of the Corporation remaining after winding up have been distributed to the shareholders, if shares were issued.
- SIXTH: The incorporator and directors all have authorized the dissolution of the Corporation.

IN WITNESS WHEREOF the undersigned have signed these Articles of Dissolution on this 31 day of January, 2001.

 (SEAL)
JOANNE MIKELONIS, Incorporator and Director

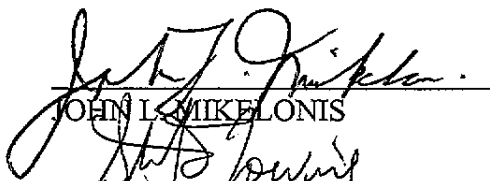
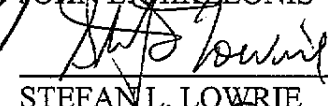
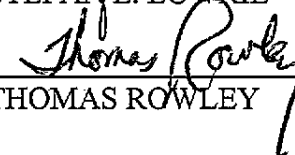
 (SEAL)
STEFAN L. LOWRIE, Director

 (SEAL)
THOMAS ROWLEY, Director

**UNANIMOUS CONSENT IN LIEU OF SPECIAL MEETING
OF SHAREHOLDERS AND DIRECTORS OF
ITezBuy.com, INC.**

The undersigned, being all of the Shareholders and members of the Board of Directors of ItezBuy.com, Inc., (the "Corporation"), acting without meeting pursuant to the Florida General Corporation Act and the Bylaws of the Corporation, do hereby consent to the Dissolution of the Articles of Incorporation and approve and adopt the foregoing Articles of Dissolution.

Dated this 31 day of January, 2001.

 (SEAL)
JOHN L. MIKELONIS
 (SEAL)
STEFAN L. LOWRIE
 (SEAL)
THOMAS ROWLEY