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Milligan & Associates, P.A.

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16 October 2000

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

200003435152--6
-10/20/00--01064--003
122.50 **35.00

ATTN: Amendments

Re: Articles of Dissolution – PALABRA PUBLICATIONS, INC. (For Profit)
Articles of Incorporation – PALABRA PUBLICATIONS, INC. (Not For Profit)

Ladies and Gentlemen:

The above referenced corporation is requesting action by the State of Florida to change the status of a “for profit” corporation, to a “not for profit” corporation.

Enclosed find the Articles of Dissolution of the for profit corporation. The Articles of Dissolution should be filed first in time. Also, please find not for profit Articles of Incorporation, which should be subsequently filed. An Affidavit is enclosed regarding the use of the name, PALABRA PUBLICATIONS, INC.

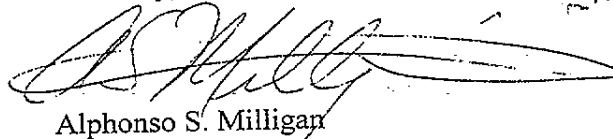
Fees in the amount of \$122.50 are included with this writing:

\$35.00 – Articles of Dissolution of the “for profit” entity
\$87.50 – Articles of Incorporation, registration of Agent and Certificate of Status for the “not for profit” entity

Please forward acknowledgements to:

Alphonso S. Milligan, Esquire
Milligan & Associates, P.A.
P.O. Box 3254
West Palm Beach, Florida 33402-3254

Sincerely,


Alphonso S. Milligan

enclosure

FILED
00 OCT 20 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION
OF**

PALABRA PUBLICATIONS, INC.

FILED
00 OCT 20 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of chapter 607, Florida Statutes, this Florida for profit submits the following Articles of Dissolution:

Article I

The name of the corporation is Palabra Publications, Inc.

Article II

The corporation has two shareholders. Both of which voted unanimously to authorize the Board of Directors to dissolve the for profit corporation.

Article III

The date of the resolution by the board of directors was 13 October 2000.

Article IV

The number of directors in office was two (2) and the vote for the resolution was two for and zero against.

Signed this 16th day of October 2000.



Charles C. Cornwell, Chairman of the Board of Directors