

UNDERWRITERS CONSULTING SERVICES, INC.
8155 MIZNER LANE
BOCA RATON, FL 33433-1130
(561) 479-2536

S75077

September 7, 1999

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

RE: UNDERWRITERS CONSULTING SERVICES, INC.
DOCUMENT NO. S75077
ARTICLES OF DISSOLUTION

Ladies and Gentlemen:

Enclosed are Articles of Dissolution for the above named Corporation, together with check in the amount of \$87.50 for the filing fee and the certified copy. Please file these Articles of Dissolution and send me a certified copy of this filing. Also attached for your information is a copy of the minutes of the 1999 Annual Meeting of Shareholders at which the dissolution was approved.

Your assistance and cooperation in this matter are greatly appreciated.

Sincerely,

George Bahm
George Bahm
President and Sole Shareholder

FILED
29 SEP 13 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures: Articles of Dissolution
Minutes

S75077
208 FL Diss
*Cert copy
9-13-99
CJ

UNDERWRITERS CONSULTING SERVICES, INC.

ARTICLES OF DISSOLUTION

DOCUMENT NO. S75077

In accordance with the provisions of Section 607.1403, Florida Statutes, the undersigned corporation adopts the following Articles of Dissolution:

FIRST: The name of the Corporation is **Underwriters Consulting Services, Inc.**

SECOND: The dissolution of this Corporation was authorized on August 29, 1999, to be effective August 30, 1999.

THIRD: The dissolution was approved at the 1999 Annual Meeting of Shareholders of this Corporation held on August 29, 1999, at which the sole Shareholder was present. The sole Shareholder decided to dissolve the Corporation effective August 30, 1999. The affirmative vote of the sole Shareholder was sufficient for approval of the dissolution.

UNDERWRITERS CONSULTING SERVICES, INC.

By:

George Bahn

George Bahn, President and Sole Shareholder

By:

George Bahn

George Bahn, Secretary

FILED
99 SEP 13 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEAL

**MINUTES OF THE 1999 ANNUAL MEETING OF SHAREHOLDERS OF
UNDERWRITERS CONSULTING SERVICES, INC.**

The 1999 Annual Meeting of the above stated Corporation was held on August 29, 1999. Present was George Bahm, the sole Shareholder of the Corporation. Acting as Chairman of the meeting, Mr. Bahm called the meeting to order at 10:00 AM and announced that a quorum was present.

Mr. Bahm, recalling the decision of the Special Meeting of Shareholders held on January 6, 1999, that the Corporation would be maintained in active status until year end 1999, stated that, in his opinion, there was no likelihood of any new assignments being offered to the Corporation and for this reason he felt that the Corporation should be dissolved and its assets liquidated as of the day after this meeting, rather than waiting to year end. He explained that the Corporation's bank was assessing service charges in excess of \$15.00 each month and he saw no reason to incur this expense for an inactive corporation. He further stated that there were no liabilities of the Corporation outstanding and that there were no accounts receivable outstanding.

Mr. Bahm then decided to dissolve this Corporation as of August 30, 1999, and advised that he would prepare Articles of Dissolution as of that date and file the same with the Florida Secretary of State. He also authorized the payment of the filing fee.

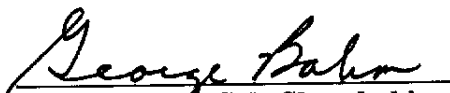
Mr. Bahm then stated that once the Articles of Dissolution had been filed he would proceed with the liquidation of the Corporation. Whatever assets remaining in the Corporation will be transferred to Mr. Bahm as a partial return of capital.

Mr. Bahm then stated that the current officers of the Corporation would continue in office for the sole purpose of liquidating the Corporation and that there was, therefore, no need to elect officers at this meeting.

There being no further business to come before the meeting, which is the last meeting of Shareholders before the dissolution of the Corporation, Mr. Bahm adjourned the meeting sine die at 10:30AM.

DATED: August 29, 1999

APPROVED:


George Bahm, Sole Shareholder