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*Law Office of
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December 7, 2001

State of Florida
Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301

RE: Filing of Articles of Dissolution
TMG Enterprises, Inc.

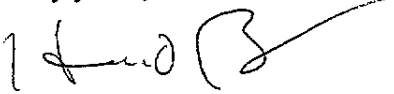
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*****43.75 *****43.75

Dear Corporate Division:

I enclose herewith Articles of Dissolution for TMG Enterprises, Inc., a Florida corporation and ask that they be immediately processed for filing. We have enclosed our firm's check in the amount of \$43.75, representing the filing fee for the Articles of Dissolution, as well as an additional fee for return of a certified copy of same.

If there is anything else necessary to process the Dissolution, please advise and with the kindest of personal regards, I remain

Sincerely yours,



Hamden H. Baskin, III
Attorney at Law

HHBIII:dlw

Enclosures: as stated

cc: Bradley Mercer

Diss
12-13-01
pms

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

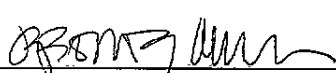
**ARTICLES OF DISSOLUTION OF
TMG ENTERPRISES, INC.**

These Articles of Dissolution are made this 1st day of December, 2001, by BRADLEY E. MERCER, Sole Shareholder and Sole Director of TMG ENTERPRISES, INC., a Florida corporation, pursuant to Written Action of Board of Directors and Shareholders previously made authorizing the execution of these Articles, viz:

1. Name of the Corporation: TMG ENTERPRISES, INC., a Florida corporation.
2. The Date the Dissolution was authorized: December 1, 2001.
3. Statement regarding approval: These Articles were approved by BRADLEY E. MERCER, Sole Shareholder and Sole Director, whose address is: c/o Hamden H. Baskin, III, Esq., 516 N. Ft. Harrison Avenue, Clearwater, FL 33755.
4. That BRADLEY E. MERCER, as Sole Shareholder and Sole Director, voted 100% of the outstanding shares for dissolution and, therefore, voted sufficient approval to effectuate the dissolution of this Company.
5. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made for them.
6. All of the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
7. There are no actions pending against the corporation in any court.
8. It is the intention of the Shareholder, BRADLEY E. MERCER, that this corporation is dissolved upon the effective date of its Articles.

ATTEST:


BRADLEY E. MERCER, Secretary


BRADLEY E. MERCER, Sole Shareholder and
Sole Director

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 3rd day of December, 2001 by, BRADLEY E. MERCER, who is personally known to me and who did not take an oath.


Notary Public
My Commission Expires:



Glenda VanderLoop
MY COMMISSION # DD070525 EXPIRES
November 14, 2005
BONDED THRU TROY PAUL INSURANCE, INC.