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MARK D. FEINSTEIN
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V05399

March 5, 1999

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Dissolution of E.M.B. Holdings, Inc.
Document #: V05399
Filed on January 1, 1992

100002797521--7
-03/08/99--01092--018
*****35.00 *****35.00

Dear Sirs:

Enclosed herein, please find the following with regards to the Dissolution of the above-captioned corporation:

1. Articles of Dissolution executed by Mark D. Feinstein, President of said corporation.
2. Our firm's trust account check # 2811 in the amount of \$35.00 payable to the Department of State representing the filing fee for the article of dissolution.

In the event you have any questions, please feel free to contact the undersigned.

Sincerely,



MARK D. FEINSTEIN

MDF:cs

Enclosures: As Noted

DISS
3-10-99
PMS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: E.M.B. HOLDINGS, INC.

SECOND: The date dissolution was authorized: MARCH 5, 1999

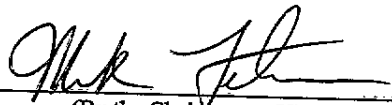
THIRD: Adoption of Dissolution (CHECK ONE)

- Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by _____
(voting group)

Signed this 5th day of March, 19 99

Signature 
(By the Chairman or Vice Chairman of the Board, President, or other officer)

MARK D. FEINSTEIN
(Typed or printed name)

PRESIDENT
(Title)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA