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May 7, 1997

Secretary of State
Division of Corporations
409 East Gaines St.
Tallahassee, Fl. 32399

RE: Enclosed Articles of Dissolution:
EDG ENTERPRISES, INC.

Dear Sir or Madam:

Enclosed, please find the following:

1. Duly executed Unanimous Written Consent of Shareholders for Voluntary Dissolution of EDG Enterprises, Inc. a Florida Corporation;
2. Articles of Dissolution pursuant the section 607.1403 of the Florida Business Corporation Act of EDG Enterprises, Inc.;
3. Check in the amount of THIRTY FIVE (\$35.00) DOLLARS to cover the cost of filing these Articles of Dissolution.

If you have any further requirements or notice anything amiss, please contact me immediately so that I may take care of the same.

Very truly yours,

GARY S. RACKEAR

GSR:cn
encl.
CC: Evelyn D. Gauzens

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF DISSOLUTION PURSUANT TO SECTION 607.1403 OF
THE FLORIDA BUSINESS CORPORATION ACT OF EDG ENTERPRISES, INC.

TO: DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA 32314

DATE PAID 4/30/97
FILING FEE \$ 25.00

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is EDG ENTERPRISES, INC., a Florida Corporation.

2. The names and respective addresses of the officers of the corporation are as follows:

NAME	OFFICE	ADDRESS
EVELYN D. GAUZENS	Director, President, Secretary, Treasurer	2780 N.W. 3 St. Miami, FL 33125

3. The names and respective addresses of the directors of the corporation are as follows:

NAME	ADDRESS
EVELYN D. GAUZENS	2780 N.W. 3 St. Miami, FL 33125

4. Dissolution was authorized on April 30, 1997.

5. The dissolution was approved by 100% of the shareholders casting a unanimous vote of all shares entitled to vote.

6. All liabilities and obligations of the corporation have been paid or discharged (or adequate provision has been made for the payment of all of the liabilities and obligations of the corporation.)

7. No property or assets remain to be distributed among the shareholders of the corporation after the payment of all debts,

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TALLAHASSEE, FLORIDA

obligations and liabilities of the corporation.

8. There are no actions pending against the corporation in any court.

9. The corporation elected to dissolve by unanimous written consent of its shareholders and such written consent has been signed by all shareholders of the corporation or signed in their names by their duly authorized attorneys. A copy of the Unanimous Written Consent is attached to these Articles.

10. These Articles of Dissolution shall be effective upon the date of filing or May 1, 1997, whichever date occurs first.

Dated April 30, 1997.

EDG ENTERPRISES, INC.

BY: Evelyn D. Gauzens
EVELYN D. GAUZENS, DIRECTOR,
PRESIDENT AND SOLE SHAREHOLDER

ACKNOWLEDGMENT

STATE OF FLORIDA

: SS

COUNTY OF DADE

BEFORE ME, the undersigned authority personally appeared this day EVELYN D. GAUZENS, as Director, President, and sole shareholder of EDG ENTERPRISES, INC., a Florida Corporation, who being personally known to me and who after taking an oath, deposes and states that she has read the above and foregoing Articles of Dissolution and the same are true and correct.

SWORN TO AND SUBSCRIBED before me this 30 day of April, 1997.

Ana Gonzalez
Notary Public, State of Florida

ANA GONZALEZ

Print Name of Notary Public

My Commission Expires:

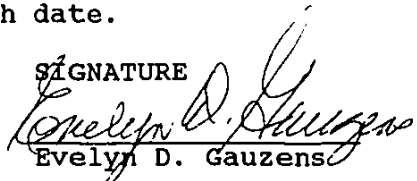


ANA GONZALEZ
My Commission CC412552
Expires Oct. 10, 1998
Bonded by HAI
800-422-1555

**UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS FOR VOLUNTARY
DISSOLUTION OF EDG ENTERPRISES, INC., A FLORIDA CORPORATION**

We, the undersigned, being all of the shareholders of EDG ENTERPRISES, INC., a Florida Corporation, consent to the voluntary dissolution of the corporation and authorize and direct the appropriate offices of the corporation to take all steps necessary or appropriate to carry out the intent of this resolution.

Consenting to the above, each of the undersigned stockholders has signed his or her name and dated the signing opposite the number of shares of the corporation held by him or her of record on such date.

SIGNATURE	DATE	NUMBER OF SHARES
 Evelyn D. Gauzens	April <u>30</u> , 1997	100%

ACKNOWLEDGMENT

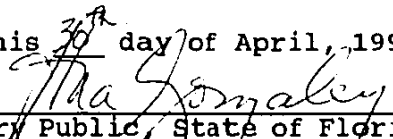
STATE OF FLORIDA

: SS

COUNTY OF DADE

BEFORE ME, the undersigned authority personally appeared this day EVELYN D. GAUZENS as sole shareholder of EDG ENTERPRISES, INC., a Florida Corporation, who being personally known to me and who after taking an oath, deposes and states that she has read the above and foregoing Written Consent and the same is true and correct.

SWORN TO AND SUBSCRIBED before me this 30th day of April, 1997.


Notary Public, State of Florida

ANA GONZALEZ
Print Name of Notary Public

My Commission Expires:



ANA GONZALEZ
My Commission CC412552
Expires Oct. 10, 1998
Bonded by HAI
800-422-1555