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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 864237 89952A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 22, 1998

ORDER TIME : 11:25 AM

ORDER NO. : 864237-005

CUSTOMER NO: 89952A

CUSTOMER: Harvey A. Burger, Esq
Harvey A. Burger, Pa
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20801 Biscayne Boulevard
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DOMESTIC FILINGS

NAME: HARVEY A. BURGER, P.A.

File 1st

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

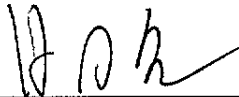
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DIVISION OF CORPORATION
6/24/98

ARTICLES OF DISSOLUTION
BY BOARD OF DIRECTORS AND SHAREHOLDERS

Pursuant to FSA § 607.1403, this corporation submits the following articles of dissolution:

1. The name of the corporation is: HARVEY A. BURGER, P.A.
2. The date of incorporation of the corporation:
July 10, 1992
3. The date the dissolution was authorized:
June 18, 1998.
4. The dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Date: June 19, 1998.



[HARVEY A. BURGER, PRESIDENT

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MINUTES OF SPECIAL MEETING OF SHAREHOLDERS
[DISSOLUTION]

A special meeting of the shareholders of HARVEY A. BURGER, P.A. was held on June 19, 1998 at the offices of the Corporation. Present were all of the shareholders of the corporation:

HARVEY A. BURGER

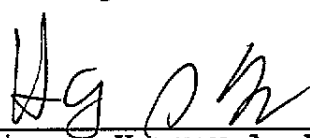
The shareholders discussed the recommendation of the corporation's board of director that the corporation be dissolved and that the liquidation of the corporation occur in accordance with the terms and provisions set forth in the resolutions adopted by the board of directors. Upon motion duly made and carried, the following resolutions were adopted:

RESOLVED that the shareholders of the corporation hereby consent, authorize, and approve the liquidation of the corporation in accordance with the terms and provisions set forth in the resolutions adopted June 18, 1998 by the corporation's board of directors. This plan is in all respects adopted and approved;

RESOLVED that the shareholders hereby approve the distribution of all of the assets of the corporation to the shareholders in accordance with said board of director's resolutions; and

RESOLVED that the officers of the corporation be, and they hereby are, authorized and directed to do or cause to be done all such acts and things as they may deem necessary and proper in order to effect the liquidation and dissolution of the corporation in accordance with the plan of liquidation adopted by the board of directors of the corporation.

There being no further business, the meeting was adjourned.



Secretary, Harvey A. Burger

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MINUTES OF SPECIAL MEETING OF DIRECTORS
HARVEY A. BURGER, P.A.

A special meeting of the directors of HARVEY A. BURGER, P.A. took place on JUNE 18, 1998 at the offices of the Corporation. Present were all of the directors of the corporation: HARVEY A. BURGER.

The directors discussed the dissolution of the corporation and a plan of liquidation. Upon motion duly made and seconded, the following resolutions were adopted:

RESOLVED, that, subject to the approval of the shareholders of the corporation and effective on JUNE 18, 1998 a plan of liquidation be, and hereby is, formulated to effect a liquidation and dissolution of the corporation in accordance with the following resolutions;

RESOLVED, that the officers of the corporation be, and they hereby are, authorized to sell or otherwise liquidate any and all of the assets of the corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the corporation;

RESOLVED, that after providing for all proper debts of the corporation, and to the extent that the assets of the corporation are sufficient therefore, all remaining assets of the corporation shall be distributed to the shareholders on a pro rata basis;

RESOLVED, that the actions provided for in the foregoing resolutions shall commence as soon as practicable after the date of shareholder approval of this plan of complete liquidation;

RESOLVED, that the officers of the corporation be, and they hereby are, authorized and directed to pay all fees and taxes and to do or cause to be done all acts and things they may deem necessary or proper in order to carry out the liquidation and dissolution of the corporation and to fully effectuate the purposes of the foregoing resolutions;

RESOLVED, that the board of directors hereby recommends to the shareholders that they approve the dissolution of the corporation and the plan of liquidation set forth in these resolutions; and

RESOLVED, that a special meeting of the shareholder be called on June 19, 1998 at 9:00 A.M. at the office of the Corporation to consider the above resolutions.

There being no further business, the meeting was adjourned.



Secretary, Harvey A. Burger

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