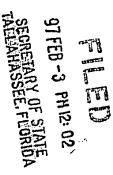
V52641

January 7, 1997

Florida Department of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314



Dear Sir or Madam:

Enclosed please find the Articles of Dissolution for Hilligoss-Mayson Associates, Inc. (EIN #65-0344868). Also attached is the filing fee check for \$35.00.

Sincerely,

Jeffrey Hilligoss

President

Hilligoss-Mayson Associates, Inc.

c/o Jeffrey Hilligoss

2480 Lakeview Drive Apt #8

Naples, Florida 34112

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ARTICLES OF DISSOLUTION

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

FIRST:	The name of the corporation is: HILLIGOSS-MAYSON ASSOCIATES, INC.
SECOND:	The date dissolution was authorized: DECEMBER 31, 1996
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)
Sign	ed this 31st day of DECEMBER , 1996.
	Signature (By the Chairman of the Board, President, or other oxider)
	JEFFREY HILLIGOSS
	(Typed or printed name)
	PRESIDENT
	(Title)