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KEITH H. WADSWORTH
KERRY M. WILSON

April 6, 1999

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Agency Financial Services, Inc.
Employers Services Corporation
Employer Service Corporation of Fla., Inc.

200002840772--2
-04/08/99--01033--001
****131.25 *****43.75

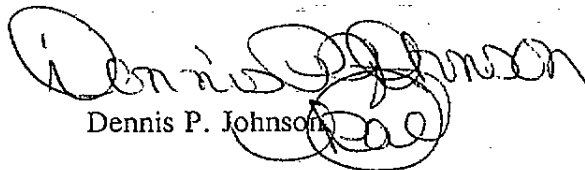
Gentlemen:

Enclosed herewith for filing please find the Articles of Dissolution in connection with the above corporations, together with our check in the amount of \$131.25.

It would be appreciated if you would furnish me with a certified copy of the Articles of Dissolution for each corporation.

Thank you for your attention and consideration.

Sincerely yours,


Dennis P. Johnson

DPJ:kac
Enclosures

FILED
99 MAY -5 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

V57035
586
Ev. Dis.
43.75
* Cert copy



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 16, 1999

PETERSON & MYERS, P.A.
% DENNIS JOHNSON
P.O. BOX 24628
LAKELAND, FL 3381

SUBJECT: EMPLOYER SERVICE CORPORATION OF FL., INC.
Ref. Number: V57035

We have received your document for EMPLOYER SERVICE CORPORATION OF FL., INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the exhibit(s) referred to in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 799A00019629

ARTICLES OF DISSOLUTION
OF
EMPLOYER SERVICE CORPORATION OF FLA., INC.
a Florida corporation

Pursuant to the provisions of §607.141 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

ARTICLE I.

The name of the Corporation is Employer Service Corporation of Fla., Inc.

ARTICLE II.

The names and respective addresses of the officers of the Corporation are as follows:

President, Carlos K. Sutton, Post Office Drawer 1398, Lakeland, Florida 33802

ARTICLE III.

The names and respective addresses of the directors of the Corporation are as follows:

Carlos K. Sutton, Post Office Drawer 1398, Lakeland, Florida 33802

ARTICLE IV.

The dissolution of the Corporation was authorized on March 31, 1999, which was duly authorized by the Board of Directors on March 31, 1999.

ARTICLE V.

The shareholders unanimously approved the dissolution of the Corporation on March 31, 1999.

ARTICLE VI.

All liabilities and obligations of the Corporation have been paid or discharged or adequate provision has been made for the payment of all liabilities and obligations of the Corporation.

ARTICLE VII.

There are no property or assets remaining to be distributed among the shareholders of the Corporation after the payment of all debts, obligations and liabilities of the Corporation.

FILED
99 MAY -5 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

V57033

ARTICLE VIII.

There are no pending actions against the Corporation.

ARTICLE IX.

The Corporation elected to dissolve by act of the Corporation and the resolution to dissolve being duly adopted by all the shareholders on March 31, 1999, a copy of which is attached to these Articles.

DATED this 31st day of March, 1999.

EMPLOYER SERVICE CORPORATION OF FLA. INC.

By: Carlos K. Sutton
Carlos K. Sutton, President

CERTIFIED RESOLUTIONS OF
EMPLOYER SERVICE CORPORATION OF FLA., INC.


The undersigned, CARLOS K. SUTTON, secretary of Employer Service Corporation of Fla., Inc., a Florida corporation, does hereby certify that the Board of Directors and shareholders of the Corporation did by special meeting held on March 31, 1999, unanimously adopt the following resolutions:

RESOLVED, that the Corporation be dissolved.

FURTHER RESOLVED, that the appropriate officers of the Corporation are directed to cease the business operations of the Corporation, except any action that may be necessary to wind up and liquidate the Corporation's business and affairs and to take any further action that may be necessary and appropriate to carry out the intent of this resolution.

The undersigned does fully certify that the foregoing resolutions were duly adopted pursuant to and in accordance with the applicable provisions of the Florida Statutes and the Bylaws of the corporation, and remain in full force and effect on the date hereof.

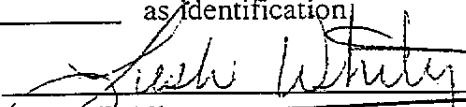
Dated this 31st day of March, 1999.


CARLOS K. SUTTON, Secretary

(Corporate Seal)

STATE OF FLORIDA)
COUNTY OF POLK)

SWORN TO AND SUBSCRIBED before me on this 31 day of March 1999,
by Carlos K. Sutton, Secretary of Employer Service Corporation of Fla., Inc., who is personally
known to me or who has produced _____ as identification


Notary Public

