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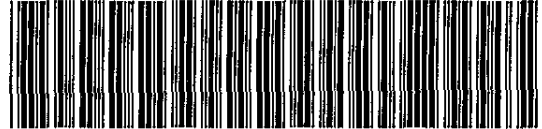
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DIVISION OF CORPORATIONS
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*Dissolution
LTS
2-21-03*

BERKOWITZ
LEFKOVITS
ISOM &
KUSHNER

A PROFESSIONAL CORPORATION

LAUREL B. SWOPE
LEGAL ASSISTANT
DIRECT DIAL NO.: (205) 250-8383
E-MAIL: LSWOPE@BLIK.COM
WEBSITE: WWW.BLIK.COM

February 10, 2003

FEDERAL EXPRESS

Secretary of State
Division of Corporations
Attention: Amendment Section
409 E. Gaines Street
Tallahassee, Florida 32399

Re: TD Industries, Inc., a Florida corporation


Dear Sir or Madam:

Enclosed for filing with your office are Articles of Dissolution of TD INDUSTRIES, INC., a Florida corporation. Attached to the Articles of Dissolution is a copy of the unanimous written consent of the shareholders to the dissolution. Also enclosed is our firm's check in the amount of \$35.00 for the required filing fee.

Please return a copy of the Articles of Dissolution to me in the enclosed, self-addressed, stamped envelope.

If you have any questions, please call me directly at (205) 250-8383.

Sincerely,



LAUREL B. SWOPE
Legal Assistant

LBS/
Enclosures

ARTICLES OF DISSOLUTION
OF
T. D. INDUSTRIES, INC.
A Florida Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2003 FEB 11 PM 12:34

TO THE FLORIDA SECRETARY OF STATE:

Pursuant to Section 607.1403 of the Florida Statutes, TD Industries, Inc., a Florida for-profit corporation (the "Corporation") submits the following Articles of Dissolution:

1. NAME. The name of the Corporation is:

T. D. INDUSTRIES, INC.

2. AUTHORIZATION. The dissolution was authorized on January 31, 2003.

3. APPROVAL OF SHAREHOLDERS. The dissolution was approved by the unanimous written consent of the shareholders of the Corporation pursuant to Section 607.0704 of the Florida Statutes.

4. EFFECTIVE DATE. These Articles of Dissolution shall be effective on the date on which the same are filed with the Florida Secretary of State.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed by the Corporation on January 31, 2003.

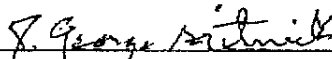
T. D. INDUSTRIES, INC.

By: George Mitnick
George Mitnick
President


UNANIMOUS WRITTEN CONSENT
OF THE SHAREHOLDERS
TO THE DISSOLUTION OF
T. D. INDUSTRIES, INC.

The undersigned, being all of the shareholders of T.D. Industries, Inc., a Florida corporation (the "Corporation"), hereby consent in writing to the voluntary dissolution of the Corporation pursuant to the provisions of Sections 607.0704 and 607.1402 of the Florida Statutes and hereby authorize the directors and officers of the Corporation to execute, in the name and on behalf of the Corporation, such documents and to take any and all other actions, upon such terms and conditions as they may deem appropriate, necessary or advisable to dissolve and liquidate the Corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent to Dissolution, as the shareholders of the Corporation on this the 31st day of January, 2003.



J. George Mitnick
Shareholder



Joseph H. Engel
Shareholder