

CONTACT

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

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-12/27/96--01004--001

*****87.50 *****87.50

1 Walden Leasing, Inc. (Corporation Name) (Document #)

2 _____ (Corporation Name) (Document #)

3 _____ (Corporation Name) (Document #)

4 _____ (Corporation Name) (Document #)

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96 DEC 26 PM 4:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Certificate of Status

Certificate of Good Standing

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ALL CHARTER DOCS

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Resolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

HOLD FOR PICKUP BY UCC SERVICES

Examiner's Initials

RECORDED
12/27/96
Jal. Diss.
C.C.

ARTICLES OF DISSOLUTION
OF
WALDEN LEASING, INC.

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The undersigned, Dennis E. Hecker, the President of Walden Leasing, Inc., a Florida Corporation subject to Chapter 607, Florida Statutes, hereby certifies that:

1. The name of the corporation is Walden Leasing, Inc.
2. Dissolution was authorized on December 20, 1996.
3. Dissolution was unanimously approved by the Sole Shareholder of the corporation and this unanimous vote for dissolution was sufficient for approval.
4. The action to dissolve the corporation was taken by unanimous written consent of the Shareholders entitled to vote on the proposal to dissolve the corporation given in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Dissolution this 20th day of December, 1996.

WALDEN LEASING, INC.

By 
Dennis E. Hecker, President

UNANIMOUS WRITTEN CONSENT
FOR CORPORATE DISSOLUTION
IN LIEU OF A MEETING OF THE SHAREHOLDERS OF
WALDEN LEASING, INC.

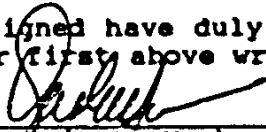
The undersigned, constituting the Sole Shareholder of Walden Leasing, Inc., (the "Company"), does hereby by this writing unanimously take and adopt the following resolution effective on this 20th day of December 1996:

NOW, THEREFORE, BE IT RESOLVED, that the Company hereby adopts and approves the Plan of Complete Liquidation and Dissolution, attached hereto as Exhibit A, pursuant to and in accordance with Section 331 of the Internal Revenue Code of 1986, as amended, and Section 607.1402 et seq. of the Florida Business Corporation Act.

RESOLVED, FURTHER, that all of the Company's assets shall be distributed to its Sole Shareholder as soon as possible, and the Company shall be fully dissolved on or before December 31, 1996.

RESOLVED, FURTHER, that the officers of the Company are hereby authorized and directed to execute such documents, instruments and certificates as they may deem necessary or appropriate to effect the plan of complete liquidation and dissolution adopted hereby, including the filing of Form 966 with the Internal Revenue Service within thirty (30) days after the date hereof, and the filing of the Articles of Dissolution with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned have duly executed this Unanimous Action on the day and year first above written.



Dennis E. Hecker

SOLE SHAREHOLDER

EXHIBIT A

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
OF
WALDEN LEASING, INC.

This Plan of Complete Liquidation and Dissolution (hereinafter called the "Plan") is intended to accomplish the complete liquidation and dissolution of Walden Leasing, Inc., a Florida corporation (hereinafter called the "Company") through the distribution by it of all of its assets in complete liquidation and its subsequent dissolution in accordance with Section 331 of the Internal Revenue Code of 1986, as amended, and Section 607.1402 et seq. of the Florida Business Corporation Act. Such liquidation and dissolution shall be accomplished in the manner stated in this Plan.

1. The Plan shall become effective upon its adoption by the Sole Shareholder of the Company (the "Shareholder").

2. After the Plan has thus been approved and adopted by the Shareholder, the directors and officers of the Company shall take all steps which they may deem necessary or desirable to carry out the Plan and accomplish the complete liquidation and dissolution of the Company, including, but not limited to:

a. The sale of substantially all of the assets and the business of the Company.

b. The discharge or provision for the discharge of liabilities of the Company according to their respective priorities.

c. The formal dissolution of the Company in accordance with the provisions of the Florida Business Corporation Act governing voluntary proceedings for dissolution of corporations.

d. The adoption of all resolutions, the execution and delivery of all contracts or other instruments, the incurring and payment of all fees, expenses and costs, the filing of all papers, and generally the doing of any and all things in the name of the Company and on its behalf which they deem necessary or desirable to carry out or further the Plan.

3. The distribution of all assets in liquidation of the Company, except for assets retained to meet claims and liabilities, shall be completed within the twelve month period beginning on the date of the adoption of the Plan by the Shareholder. All distributions in complete liquidation shall be in exchange for and in complete redemption and cancellation of, and in payment for, all of the outstanding shares of the Company. The Company may, at its option, require the Shareholder of the Company to surrender their certificates for such shares to the Company for cancellation by the Company upon receipt of the final distribution in complete liquidation thereof.

4. To effectuate the distribution or distributions to be made to the Shareholder, should the Plan be approved and adopted by the Shareholder, the Shareholder by adoption thereof does hereby authorize the officers and directors, in their discretion, to retain a Trustee or Agent to act as the Agent for the Shareholder, and does hereby authorize the Company to deposit with the said Agent, to be held for the account of the Shareholder, all funds and assets to be distributed to the Shareholder by the Company in complete liquidation. Any claims for refund of taxes, or other uncollected or contingent assets belonging to the Company, which are not reasonably susceptible of sale or distribution to the Shareholder within the twelve-month period will be transferred to the Agent for the benefit of the Shareholder and, if and when reduced to cash, will be paid out to the Shareholder. To the extent that any portion of the cash retained to pay contingent liabilities is not needed for such purpose, such funds will also be distributed to the Agent. All costs in connection with the receipt and distribution of cash and assets to the Shareholder and the fees and expenses of the Agent will be paid by the Company.

5. Prior to December 31, 1996, the Company shall be dissolved, and for that purpose the officers shall cause Articles of Dissolution to be filed in the office of the Secretary of State of the State of Florida in accordance with the provisions of the Florida Business Corporation Act.

6. The directors and officers of the Company shall be held harmless by the Company for any action taken, or any liability or expense incurred by them in good faith, incident to the Plan.