

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P95000090748

Bico Inc

000005621180--8
-05/28/02--01020--017
*****8.75 *****8.75

000005621180--8
-05/28/02--01020--018
*****35.00 *****35.00

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File Dissolution
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

RECEIVED

02 MAY 28 AM 11:34

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY 28 PM 1:35

FILED

Signature _____

Requested by: ALW

Date 5/28

Time _____

Name _____

Walk-In _____

Will Pick Up _____

T. Lewis
5/28/02

ARTICLES OF DISSOLUTION
OF
BICO, INC.

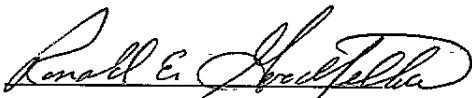
FILED
02 MAY 28 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation is Bico, Inc. It was organized under the laws of the State of Florida on the 27th day of November, 1995, and assigned document number P95000090748.

The Corporation has elected to dissolve as of May 15, 2002, pursuant to a special meeting of its shareholders. A true copy of the minutes of the special meeting of the shareholders, the resolution to adopt a plan of corporate liquidation, the waiver of notice, and ratification of the minutes are attached and incorporated by reference as Exhibit A.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 23rd day of May, 2002, in Okaloosa County, Florida.

ATTEST:


RONALD E. GOODFELLOW,
Secretary

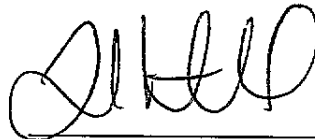
By: 
RONALD E. GOODFELLOW,
President

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me personally appeared RONALD E. GOODFELLOW, as President and Secretary of BICO, Inc., who is either personally known to me or has produced a valid driver's license as identification to be the person who executed the foregoing Articles of Dissolution.

Executed this 23rd day of May, 2002.





LISA Y. PITELL
Notary Public
My Commission Expires: 11/19/2004

RESOLUTION OF THE BOARD OF DIRECTORS
FOR DISSOLUTION
OF
BICO, INC.

WHEREAS, BICO, INC. has ceased or will cease business activity as of May 15, 2002 and there is no intention to undertake any other business;

WHEREAS, the Board of Directors of BICO, INC., a Florida corporation, has determined that it is in the best interests of the Corporation and of its shareholders that the Corporation be dissolved; it is

RESOLVED, that it is recommended to the Shareholders of the Corporation that the Corporation be dissolved;

RESOLVED FURTHER, that the questions of dissolving the corporation be submitted to a vote of the Shareholders at a special meeting to be held on May 23, 2002, at 11:00 a.m., at the offices of the Daniel C. Perri, Attorney;

RESOLVED FURTHER, that the Secretary of the Corporation is directed to give written notice of the shareholders' meeting to each shareholder of record entitled to vote, stating that the purpose of the meeting is to consider the advisability of dissolving the Corporation.

Executed on the 23rd of May, 2002 at Shalimar, Florida.


RONALD E. GOODFELLOW
Director

**WAIVER OF NOTICE OF THE SPECIAL MEETING
OF THE SHAREHOLDERS OF
BICO, INC.**

We, the undersigned shareholders, hereby agree and consent that the special meeting of the shareholders of Bico, Inc. be held on the date and time and at the place stated below for the purpose of considering the dissolution of Bico, Inc. and we hereby waive all notice of the meeting and any adjournment of it.

Date of Meeting: May 23, 2002

Time of Meeting: 11:00 a.m.

Place of Meeting: 4 Eleventh Avenue, Suite 1
Shalimar, FL 32579



RONALD E. GOODFELLOW
Sole Shareholder


4. The officers of BICO, Inc. are authorized to sell or otherwise liquidate all the properties and assets of BICO, Inc. that they deem necessary or advantageous to facilitate the liquidation.

5. The officers of BICO, Inc. are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including, but not limited to, the following:

- a. executing any and all instruments of conveyance;
- b. paying all taxes and fees;
- c. executing all documents required by law to be filed;
- d. retaining professional advisors, and
- e. doing all other things necessary or convenient to effect the dissolution of BICO, Inc.

6. After the provision for, or payment of, the known debts and liabilities of BICO, Inc., the officers are authorized and directed to distribute the remaining cash or other assets of BICO, Inc. to the shareholders of record according to their respective rights and interest in exchange for their shares in BICO, Inc.

There being no further business to come before the meeting, it was, upon motion duly made, seconded, and unanimously carried, adjourned.


RONALD E. GOODFELLOW
Chairperson and Secretary

**RATIFICATION OF MINUTES OF
SPECIAL MEETING OF SHAREHOLDERS OF
BICO, INC.**

We, the undersigned shareholders of Bico, Inc. have read these minutes and hereby approve, ratify, and confirm all business transacted as reported in them, and in signification of our approval, ratification, and confirmation and of our consent to any and all acts done at the meeting do hereby sign our names on this 23rd day of May, 2002.



RONALD E. GOODFELLOW
SOLE SHAREHOLDER