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CONE, YONG, STEWART & HOUSTON, P.A.

1050 RIVERSIDE AVENUE (32204)
P.O. BOX 4550
JACKSONVILLE, FL 32201

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JOHN W. MOOERS
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OF COUNSEL

March 1, 1999

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Florida Division of Corporations
Dissolution Section
Post Office Box 6327
Tallahassee, Florida 32314

300002792843--8
-03/03/99--01012--001
*****43.75 *****43.75

Re: Articles of Dissolution - Dixie York Corporation

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Dissolution and Statement of Intent to Dissolve Dixie York Corporation by Act of the Corporation for filing, together with our firm check in the amount of \$43.75 in payment of the filing fees.

Please return a certified copy of the Articles of Dissolution.

Sincerely,

Frank J. Yong
Frank J. Yong

FJY/el

Enclosures

FILED
99 MAR -3 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Volante

ARTICLES OF DISSOLUTION

1. The name of the corporation is Dixie York Corporation
2. The names and respective addresses of its officers are:

Paul C. Hinckley, Jr.
1545 Marco Place
Jacksonville, Florida

Paul C. Hinckley, III
1800 Olevia Street
Jacksonville, Florida

Jerry W. White
218 Lake Asbury Drive
Green Cove Springs, Florida

3. The names and respective addresses of its directors are:

Paul C. Hinckley, Jr.
1545 Marco Place
Jacksonville, Florida

4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.

5. All the remaining property and assets of the corporation have been distributed to the shareholders.

6. There are no actions pending against the corporation in any court.

7. A copy of the resolution to dissolve is attached hereto. That resolution was adopted by the officers and directors of the corporation on December 31, 1998.

DATED this 31st day of December, 1998.


Paul C. Hinckley, Jr., President

FILED
99 MAR -3 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared Paul C. Hinckley, Jr. who is the president of Dixie York Corporation and acknowledged before me that he executed the foregoing Articles of Dissolution.

In witness whereof, I have hereunto set my hand and seal on this 22 day of February, 1998.


Notary Public

LESLIE A. DEASON
Notary Public, State of Florida
My Comm. expires June 28, 2002
Comm. No. CC 744601

**STATEMENT OF INTENT TO DISSOLVE
DIXIE YORK CORPORATION
BY ACT OF THE CORPORATION**

Pursuant to the provisions of the Florida Corporations Act, the undersigned corporation submits the following statement of intent to dissolve the corporation by act of the corporation:

1. The name of the corporation is Dixie York Corporation.
2. The following resolution to dissolve the corporation was adopted by the directors and officers of the corporation on the 31st day of December, 1998:


RESOLVED: That the liquidation of Dixie York Corporation and the transfer of all of its assets, goodwill and interests to Dixie Air Systems, Inc. is hereby approved as of December 31, 1998, and the officers and directors of Dixie York Corporation are hereby authorized and directed to take whatever action and to execute and deliver whatever instruments may be necessary to consummate and carry out said liquidation, and to file the appropriate articles of dissolution with the Secretary of State pursuant to the Florida Corporations Act.

3. The number of shares of the corporation outstanding at the time of such adoption was 140, and the number of shares entitled to vote thereon was 140.

Dated: December 31, 1998

DIXIE YORK CORPORATION

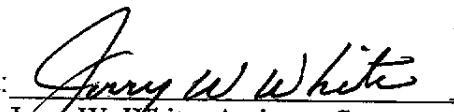
By:


Paul C. Hinckley, Jr., President and Director

And:


Paul C. Hinckley, III, Secretary/Treasurer

And:


Jerry W. White, Assistant Secretary