



THE UNITED STATES  
CORPORATION  
COMPANY

184127

ACCOUNT NO. : 072100000032

REFERENCE : 444816 4728359

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 27, 1997

ORDER TIME : 9:23 AM

ORDER NO. : 444816-005

CUSTOMER NO: 4728359

CUSTOMER: Randy Sterns, Esq  
Bush Ross Gardner Warren &  
220 South Franklin Street

Tampa, FL 33602

100002225791--8  
-06/30/97--01003--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

DOMESTIC FILINGS

NAME: O.B.W. CORPORATION

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

FILED  
97 JUN 30 PM 3:10  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

CT 100002225791--8

ARTICLES OF DISSOLUTION  
OF O.B.W. CORPORATION

The undersigned, Edward C. Wynne and George Velasco, Jr., being respectively the Vice President and Secretary of O.B.W. Corporation, a Florida corporation (the "Corporation"), certifies that attached hereto is a correct and complete copy of the Written Action taken and executed, pursuant to the provisions of §607.1403 and 607.0704, Florida Business Corporation Act, by the Corporation's shareholders for the purpose of effecting a plan of corporate liquidation and dissolution, which written action was adopted effective as of June 30, 1997 and has not been in any way modified, amended, rescinded or revoked and remains on the date hereof in full force and effect, and each of the matters hereafter set forth is correct and complete:

1. The legal name of the Corporation is O.B.W. Corporation.
2. The names and respective addresses of each of the Corporation's officers and directors is as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
O. Boyd Wynne, III	Director, President	4507 Beach Park Drive Tampa, FL 33609
Ruth C. Wynne	Director, Vice President	2611 Bayshore Boulevard, #507 Tampa, FL 33629
Edward C. Wynne	Director, Vice President	2908 Southwestern Blvd. University Park, TX 75225
George Velasco, Jr.	Director, Secretary, Treasurer	2731 Bel Aire Circle Tampa, FL 33614

3. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision for the payment or discharge thereof has been made.
4. The Corporation's decision to dissolve the corporation and distribute its assets was approved by written action in accordance with the provisions of Section 607.0704, Florida Business Corporation Act.
5. All remaining properties and assets of the Corporation will be distributed to its sole shareholder in redemption and cancellation of all of the Corporation's issued and outstanding shares.
6. There are no actions pending against the Corporation in any court or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending action.

7. The actions recited above have been duly approved by the shareholders of the corporation in accordance with the provisions of §607.1006, Florida Statutes, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

WHEREFORE, the undersigned requests the Secretary of State, upon being satisfied that all statutory requirements have been complied with, to file these Articles of Dissolution in accordance with the provisions of the Florida Business Corporation Act.

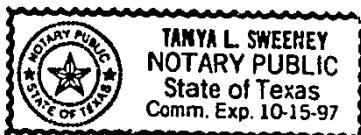
DATED: June 25, 1997.

Edward C. Wynne  
Edward C. Wynne, Vice President

George Velasco, Jr.  
George Velasco, Jr., Secretary

STATE OF Texas  
COUNTY OF Dallas

THE FOREGOING instrument was acknowledged before me this 26<sup>th</sup> day of June, 1997, by Edward C. Wynne, who is personally known to me or produced TX. DRIVERS LICENSE as identification.



Notary Public

Sign: Tanya L. Sweeney  
Print Name: TANYA L. SWEENEY

My Commission Expires:

STATE OF Florida  
COUNTY OF Polk

THE FOREGOING instrument was acknowledged before me this 26<sup>th</sup> day of June, 1997, by George Velasco, Jr., who is personally known to me or produced \_\_\_\_\_ as identification.

Notary Public

Sign: Judy Liner  
Print Name: JUDY LINER

My Commission Expires:

124102.01

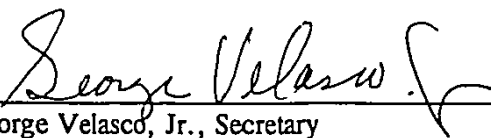


JUDY LINER  
MY COMMISSION # CC333368 EXPIRES  
March 8, 1998  
BONDED THIRD TRUST INSURANCE, INC.

CERTIFICATE

The undersigned, George Velasco, Jr., hereby certifies that he is the Secretary of O.B.W. Corporation, a Florida corporation (the "Corporation"), and further certifies that attached hereto is a correct and complete copy of a written action taken by the Corporation's sole shareholder pursuant to which there was adopted a resolution approving the dissolution of the Corporation; which written action has not been in any way modified, amended, rescinded or revoked and remains on the date hereof in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation this 26 day of June, 1997.

  
George Velasco, Jr., Secretary

(CORPORATE SEAL)

WRITTEN ACTION OF THE SHAREHOLDER OF  
O.B.W. CORPORATION

The undersigned, being the sole legal and beneficial owner of all of the shares of capital stock issued by O.B.W. Corporation, a Florida corporation (the "Corporation"), that are presently issued and outstanding, hereby takes the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of Sections 607.0821 and .0704, Florida Statutes:

WHEREAS, the sole shareholder of the Corporation deems it advisable to liquidate the Corporation pursuant to the terms of Section 332 of the Internal Revenue Code of 1986, as amended, and to dissolve it pursuant to applicable Florida law,

RESOLVED, that the Corporation hereby adopts a plan of complete liquidation pursuant to Section 332 of the Internal Revenue Code of 1986, as amended;

FURTHER RESOLVED, that in accordance with such plan of complete liquidation, the officers, directors and counsel for the Corporation are hereby authorized to take the following actions:

1. The officers and counsel of the Corporation shall file Articles of Dissolution pursuant to Section 607.1403, Florida Statutes, with the Florida Department of State;
2. That within 30 days after the date of this written action, the Corporation shall file Form 966 with the Internal Revenue Service, together with a certified copy of this resolution;
3. The Corporation shall be authorized to determine the fair market value of any real estate owned by the Corporation;
4. The Corporation shall proceed to collect its assets; convey and dispose of such of its obligations or make adequate provision for discharge thereof; and do all other acts required to liquidate its business and affairs;
5. As soon as practicable, the Corporation shall distribute the remainder of its assets, subject to any unpaid liabilities, to the Corporation's sole shareholder in redemption of and cancellation of all of the issued and outstanding shares of capital stock of the Corporation;
6. The proper officers and accountants for the Corporation shall be authorized to file all other forms and documents required by the State of Florida and the Internal Revenue Service, including tax returns, as soon as possible after distribution of the Corporation's assets;
7. Authorization is further given to the Corporation's accountants to prepare, sign and forward to the Internal Revenue Service, after the final tax return has been filed for the Corporation, a request for prompt assessment of all federal taxes due from the Corporation, if any;

8. The Corporation shall immediately cease the active conduct of its business and shall cause notice thereof to be mailed to each known creditor of, and claimant against, the Corporation, if any;

9. Each of the officers of the Corporation are authorized and directed, in the name and on behalf of the Corporation and under its seal or otherwise, to execute and deliver all such documentation necessary to effect such liquidation and dissolution and to take all such further action as such officer, in his or her discretion, may consider necessary or appropriate in order to effect the full intent and purpose of this resolution to liquidate the Corporation in accordance with the provisions of Section 332 of the Internal Revenue Code of 1986, as amended.

DATED: June 30, 1997.

O.B.W. Enterprises, Inc.

By: Edward C. Wynne  
Title: Vice President

124102.01