

355612

Small Inventories, Inc.
PO Box 518
Ft. Walton Beach, FL 32549
850-678-8012

February 23, 1999

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

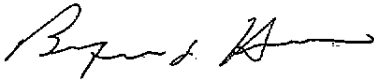
Dear Division of Corporations,

Enclosed:

1. Check (#11490) for \$35.00
2. Articles of Dissolution
3. Small Inventories Inc. meeting minutes of 2/1/99

Please process the attached articles of dissolution for Small Inventories Inc.
Thank you.

Sincerely,



Bradford L. Horn
President

FILED
99 FEB 24 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

800002785778--0
-02/24/99--01074--009
*****35.00 *****35.00

Diss.
2-26-99
CC

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: SMALL INVENTORIES INC

SECOND: The date dissolution was authorized: FEBRUARY 23, 1999

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

_____ (voting group)

Signed this Fifth day of FEBRUARY, 19 99.

Signature 
(By the Chairman or Vice Chairman of the Board, President, or other officer)

BRADFORD L. HORN
(Typed or printed name)

PRESIDENT
(Title)

FILED
99 FEB 24 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SPECIAL JOINT MEETING OF STOCKHOLDERS & DIRECTORS
of SMALL INVENTORIES, INC.**

Held on Monday, February 1, 1999 at 10:00 AM at 215 Glynda Circle, Fort Walton Beach, FL.

The meeting was called to order by Bradford L. Horn. In attendance were Fred G. Valdivia, Lelia R. Valdivia, and Bradford L. Horn.

The minutes of October 23, 1998 meeting were read and approved.

A motion was made by Bradford L. Horn, seconded, and carried that all acts of the officers since the last (October 23rd) meeting be ratified and confirmed.

Old Business:

The lease at 16 First Street, Fort Walton Beach, office ended. The property was vacated in December 1998. Company records are now being stored at 215 Glynda Circle, Fort Walton Beach, FL.

The companies US Savings Bonds were redeemed and the cash transferred to the companies A.G. Edwards account.

President's Report:

The companies liabilities and assets were reviewed. All remaining company vehicles have been sold. The company has three remaining assets: Vanguard Bank Checking account, Vanguard Bank Saving account and A.G. Edwards Money Market account. The remaining liabilities are accounting fees and tax obligation.

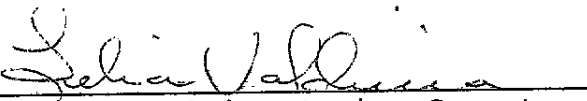
New Business:

A motion was made by Bradford L. Horn, seconded, and carried that the A.G. Edwards account and the Vanguard Bank saving account be closed. These funds are to be transferred to the Vanguard checking account.

A motion was made by Fred G. Valdivia, seconded by Bradford L. Horn, and carried that the corporation be dissolved on February 23, 1998. The companies CPA, John Haynes, will prepare ending financial statements; articles of dissolution; and final tax reports.

A final disbursement of funds to stockholders is anticipated the last week of February.

There being no further business, the meeting was adjourned at 11:30 AM.


Lelia Valdivia, Acting Secretary