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ROGERS, BOWERS, DEMPSEY AND PALADINO
ATTORNEYS

FLAGLER CENTER TOWER
505 SOUTH FLAGLER DRIVE
SUITE 1330
WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS
DAVID E. BOWERS
W. GLENN DEMPSEY
RICHARD PALADINO

December 19, 1997

TELEPHONE (561) 655-8980
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Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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In Re: Blackwell Welding Service, Inc.

Dear Sir:

Enclosed you will find an original and a duplicate copy of the Articles of Dissolution of Blackwell Welding Service, Inc. I would appreciate it if you would file the original Articles of Dissolution with your office. The copy of the Articles of Dissolution should then be certified and returned to my office at 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401. You will also find enclosed a check in the amount of \$87.50 in payment of the filing fee and certified copy fee for the Articles of Dissolution.

Thank you for your assistance in this matter. If you should have any questions, please give me a call.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO

W. Glenn Dempsey

WGD/caw
Enclosures
a/s

cc: William P. Blackwell
Douglass E. Pereboom, C.P.A.

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97 DEC 22 PM 12:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION OF
BLACKWELL WELDING SERVICE, INC.**

FILED
97 DEC 22 PM 12:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the corporation is BLACKWELL WELDING SERVICE, INC. (hereinafter referred to as the "Corporation").

2. The names and addresses of the Corporation's officers are:

William P. Blackwell	President
2320 S.W. Third Court	
Okeechobee, Florida 34974	

Colleen Blackwell	Secretary/Treasurer
2320 S.W. Third Court	
Okeechobee, Florida 34974	

3. The names and addresses of the Corporation's directors are:

William P. Blackwell
2320 S.W. Third Court
Okeechobee, Florida 34974

Colleen Blackwell
2320 S.W. Third Court
Okeechobee, Florida 34974

4. All debts, obligations and liabilities of the Corporation have been paid.

5. All of the remaining property and assets of the Corporation have been distributed to the Corporation's shareholders.

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

7. A copy of the Plan of Liquidation for the Corporation, which was approved by the shareholders and directors of the Corporation on November 14, 1997, is attached to these Articles of Dissolution.

IN WITNESS WHEREOF, the President and Secretary of the Corporation have executed these Articles of Dissolution this 8th day of December, 1997.

William P. Blackwell
WILLIAM P. BLACKWELL, President

Colleen Blackwell
COLLEEN BLACKWELL, Secretary

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 8th day of December, 1997 by WILLIAM P. BLACKWELL and COLLEEN BLACKWELL, who are the President and Secretary of BLACKWELL WELDING SERVICE, INC., a Florida corporation, and who are either personally known to me or who produced their drivers licenses as identification.

Eivia L. Powell
Notary Public, State of Florida

My Commission Expires:

46cr/Blackwell.dis



Eivia L. Powell
MY COMMISSION # CC550762 EXPIRES
August 22, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

**PLAN OF LIQUIDATION FOR
BLACKWELL WELDING SERVICE, INC.**

The undersigned, consisting of all the members of the Board of Directors and all of the shareholders of Blackwell Welding Service, Inc., a Florida corporation (hereinafter referred to as the "Corporation"), do hereby approve and adopt the resolutions hereinafter set forth, and authorize each and all of the acts and transactions described in said resolutions:

WHEREAS, in the judgement of the Board of Directors and sole shareholder of the Corporation, it is deemed advisable and in the best interest of the shareholders of the Corporation that the Corporation be liquidated and dissolved pursuant to the provisions in Section 331 of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code");

IT IS HEREBY:

RESOLVED, that the complete liquidation and dissolution of the Corporation be effected under this Plan of Liquidation (hereinafter referred to as the "Plan");

RESOLVED, that the President of the Corporation is hereby authorized to distribute to the shareholders of the Corporation all of the cash and other assets of the Corporation in complete liquidation of the Corporation;

RESOLVED, that the President of the Corporation is authorized and directed to:

- (a) Cease doing business as a going concern;
- (b) Cause notice of this dissolution to be mailed to each of the known creditors of, and any claimant against the Corporation;
- (c) Proceed to collect the assets of the Corporation and convey and dispose of such of its property as are not to be distributed in kind to the shareholder; and
- (d) Proceed to pay, satisfy or discharge the Corporation's liabilities and obligations, or to make adequate provisions for the payment and discharge thereof, and to do all other acts required to liquidate the Corporation's business and affairs pursuant to the provisions of Chapter 607 of the Florida Statutes;

RESOLVED, that the President and Secretary of the Corporation is authorized, empowered and directed to file all documents which they deem necessary or advisable to effectuate the complete liquidation of the Corporation, including Articles of Dissolution pursuant to Section 607.1403 of the Florida Statutes and information returns on Treasury Department Forms 966, 1096 and 1099L, together with a final income tax return for the Corporation;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation of the Corporation and the distribution of its assets be commenced as soon as practicable, and that such assets be distributed and the dissolution be completed as soon practicable.

IN WITNESS WHEREOF, the undersigned directors and shareholders of the Corporation have executed this written consent to action approving the above Plan of Liquidation for Blackwell Welding Service, Inc. this 14 day of November, 1997.

Directors

William P. Blackwell
William P. Blackwell

Colleen Blackwell
Colleen Blackwell

Shareholders

William P. Blackwell
William P. Blackwell

Colleen Blackwell
Colleen Blackwell