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LAW OFFICES

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June 10, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-06/16/97--01144--013
*****87.50 *****87.50

Attention: Filing - Articles of Dissolution

Re: B&B Agency of Satellite Beach, Inc.

Dear Sir:

Please find enclosed for filing Articles of Dissolution for the above-referenced company and a copy of the Written Consent approving of same, together with our check in the amount of \$87.50 for filing fee and a certified copy.

If you have any questions regarding the above-referenced, please contact the undersigned. Also, would you please return acknowledgment of the filing to this office.

Very truly yours,

Shirley B. Seathoff

Shirley B. Seathoff, CLA

SBS
Encl.

FILED
97 JUN 16 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 6/19

Vol. Diss.

ARTICLES OF DISSOLUTION
OF
B & B AGENCY OF SATELLITE BEACH, INC.

97 FILED
JUN 16 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the Corporation is B & B AGENCY OF SATELLITE BEACH, INC., which was duly incorporated on April 11, 1979, by the State of Florida.

SECOND: The address of the principal office of the corporation is 163 Rivermere Court, Melbourne Beach, FL 32951.

THIRD: The name, title and post office address of each of the officers of the Corporation are as follows:

President:	DONALD J. BEAUMAN 624 Four Winds Way Mississauga, ON L5R 3M4
Secretary/ Treasurer:	DONALD J. BEAUMAN 624 Four Winds Way Mississauga, ON L5R 3M4

FOURTH: The name and post office address of each of the directors of the Corporation are as follows:

DONALD J. BEAUMAN
624 Four Winds Way
Mississauga, ON L5R 3M4

CHRISTOPHER A. BEAUMAN
Phildraw Rd.
Ballasalla, Isle of

FIFTH: The dissolution of the corporation was approved in the manner and by the vote required by law and by the charter of the corporation. The dissolution of the corporation was duly authorized by the Board of Directors, there being no shares of stock issued, effective May 30, 1997.

SIXTH: One hundred percent (100%) of the votes entitled to vote for dissolution approved dissolution by Written Consent of the Directors dated May 30, 1997, said percentage being sufficient for approval of dissolution. A copy of the written consent is attached hereto as Exhibit "A" and incorporated herein by reference.

The undersigned President and Secretary certify under the penalties of perjury that to the best of their knowledge, information and belief, the matters and facts set forth in these Articles of Dissolution with respect to the approval thereof are true in all material respects.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 30 day of May, 1997.

B & B AGENCY OF SATELLITE BEACH, INC.

By: Ronald J. Beauman
President

Attest:

Ronald J. Beauman
Secretary (SEAL)

WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS

B&B AGENCY OF SATELLITE BEACH, INC.

PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT

The undersigned, being all of the directors of the above-named corporation, and shares of stock not being issued, hereby take the following actions by Written Consent in Lieu of a Special Meeting of the Board of Directors for the purpose of dissolving the corporation:

RESOLVED, that the Corporation be liquidated in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended; and


FURTHER RESOLVED, that in accordance with such plan of liquidation, the officers, directors and the accountant for the Corporation be and they hereby are authorized and directed to take any and all actions necessary to effectuate the dissolution of the corporation effective May 30, 1997, including the following:

- (1) File Form 966 within thirty (30) days after the effective date with the District Director of the Internal Revenue Service at Chamblee, Georgia, together with a copy of this Consent;
- (2) Distribute all the assets subject to any unpaid liabilities of the Corporation;
- (3) File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns as soon as possible after the distribution of the Corporate assets; and
- (4) Provide for the payment of any indebtedness owed by the Corporation to any creditors or lienors; and

FURTHER RESOLVED, that all actions taken on behalf of this Corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the Corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

Dated: 5/30/97


Donald J. Beauman


Christopher A. Beauman