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EUGENE E. WALDRON, JR.
DAVID P. CARLTON
VINCENT A. SICA

January 27, 1997

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

Re: T-Bar-S, Inc.

Dear Sir or Madam:

I am enclosing herewith an original and a copy of Articles of Dissolution with attached Written Consent of Stockholders and Directors in Lieu of Meeting of the Board of Directors and Stockholders for the referenced corporation. In addition, a check in the amount of \$35.00 for the filing fee.

Please file the original of the enclosed Articles of Dissolution and return a copy to the undersigned in the envelope provided.

Thank you for your cooperation in this matter.

Sincerely,

BROWN, WALDRON & CARLTON

Eugene E. Waldron
Eugene E. Waldron, Jr.

HEWJr:nm
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION
OF
T-BAR-S, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


The name of the corporation is T-BAR-S, INC. ("Corporation"). It was organized under the laws of the State of Florida on August 25, 1980.

Upon the recommendation of the Board of Directors, the stockholders have, by unanimous written consent, elected to dissolve the Corporation. A copy of the consent authorizing the dissolution as of December 30, 1996, is incorporated and attached as Exhibit "A".

IN WITNESS WHEREOF, the undersigned have executed these Articles of Dissolution on December 30, 1996, in Arcadia, DeSoto County, Florida.

T-BAR-S, INC.
A Florida corporation

By 
THOMAS R. STEVENS, JR.,
Its President

Attest 
ALBERT J. STEVENS
Its Secretary

(Corporate Seal)

WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS IN
LIEU OF MEETING OF BOARD OF DIRECTORS
AND STOCKHOLDERS PURSUANT TO 607.0704 AND 607.0831
OF THE FLORIDA BUSINESS CORPORATION ACT

OF

T-BAR-S, INC.

COPY

The undersigned being all of the Officers, Stockholders and Directors of the above-named corporation, hereby take the following actions by written consent in lieu of a Special Meeting of the Board of Directors and Stockholders:

RESOLVED, that the corporation be liquidated in accordance with the provisions of the Internal Revenue code of 1954; as amended, and further

RESOLVED, as follows:

- A. That there are no creditors of the corporation.
- B. That there are no assets of the corporation.


RESOLVED, that in accordance with such plan of liquidation, the officers, directors and accountant for the corporation be and they are authorized and directed to:

1. File the appropriate forms with the District Director of Internal Revenue Service at Chamblee, Georgia, together with a copy of this consent.
2. File Articles of Dissolution with the Secretary of State in Tallahassee, Florida.
3. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, and

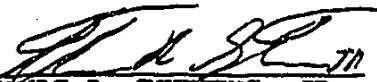
FURTHER RESOLVED, that all actions taken on behalf of the corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, be and the same are hereby ratified and confirmed in all respects.

DATED: December 30, 1996.

APPROVED AND ACCEPTED:



ALBERT J. STEVENS,
Director and Stockholder
Vice-President/Secretary/
Treasurer



THOMAS R. STEVENS, JR.,
Director and Stockholder
President



BETTIE JUDD STEVENS,
Shareholder