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HAROLD B. STEPHENS

Attorney At Law
825 North Citrus Avenue
Crystal River, Florida 34428

Phone: (352) 795-2088

FAX (352) 795-2245

December 26, 2000

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-12/28/00--01052--003
*****35.00 *****35.00

Corporations Divisions
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida

Enclosed is the original and copy of articles of dissolution for
filing. My check of \$35.00 is enclosed.

Yours, very truly

Harold B. Stephens

HBS/eb

FILED
00 DEC 28 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 8 2001

W. J. Davis

FILED
00 DEC 28 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

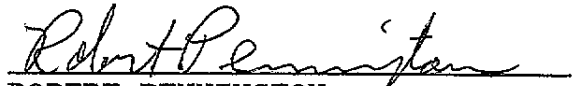
PENNINGTON CABINETS, INC.

Under F.S. 607.1403, this Florida profit corporation submits the following articles of dissolution:

- FIRST: The name of the corporation is:
PENNINGTON CABINETS, INC.
- SECOND: The date dissolution was authorized:
December 18, 2000
- THIRD: Adoption of Dissolution

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

Signed on: December 18, 2000


ROBERT PENNINGTON
as President and sole stock
holder of Pennington Cabinets,
Inc.

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 18th day of December, 2000, by Robert Pennington, who is personally known to me.

My Commission Expires:


NOTARY PUBLIC



SPECIAL MEETING OF STOCKHOLDERS AND BOARD OF DIRECTORS
OF
PENNINGTON CABINETS, INC.

This special meeting of Stockholders and Board of Directors of Pennington Cabinets, Inc. was held at 6530 West Homosassa Trail, Homosassa, Florida, on December 18, 2000.

All of the Directors and Stockholders were present to wit: Robert Pennington. The Director, Officers and Stockholders waived notice of the meeting of evidence by the waiver of notice attached.

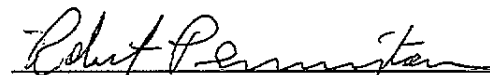
On Motion duly made and carried, it was resolved that Pennington Cabinets, Inc. be dissolved immediately and that the President of the Corporation be authorized to execute the necessary documents with the Florida Department of State to carry out that purpose.

On Motion duly made and carried, it was resolved that the Promissory Note dated September 21, 2000, in the principal amount of \$80,000.00 and the Security Agreement of the same date executed by Malcom Lowe and Theresa Lowe be transferred from Pennington Cabinets, Inc. to Robert Pennington, individually, and that the Promissory Note and Security Agreement is being transferred to Robert Pennington in exchange for his common stock of the Corporation and in liquidation of the Corporation. On Motion duly made and carried the President was directed to execute an assignment of the Promissory Note and Security Agreement to Robert Pennington, individually.

On Motion duly made and carried, a joint resolution was made by the Board of Directors and Stockholders confirming and ratifying all of the actions included in the minutes.

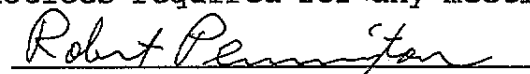
On Motion duly made and carried the actions of the Board of Directors and Officers of the Corporation were duly ratified and confirmed.

There being no further business to be conducted, the meeting as such was adjourned.


ROBERT PENNINGTON as President
Secretary, Treasurer and Sole
Stockholder of Pennington
Cabinets, Inc.

WAIVER OF NOTICE

Robert Pennington waives any notices required for any meeting of Stockholders or Directors.


ROBERT PENNINGTON