

LAW OFFICES
SULLIVAN, ADMIRE & SULLIVAN
PROFESSIONAL ASSOCIATION
2511 PONCE DE LEON BOULEVARD, SUITE 320
CORAL GABLES, FLORIDA 33134-6082

JOHN C. SULLIVAN (1890-1957)
JACK G. ADMIRE
JOHN C. SULLIVAN JR.
JOHN G. ADMIRE
ROBERT O. ADMIRE

F43746

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E-Mail: sullivanadmire@yahoo.com

December 2, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

600003063286--7
-12/07/99--01073--001
*****35.00 *****35.00

RE: Articles of Dissolution for Research Engineering Consultant, Inc.

Dear Sir:

Enclosed please find Articles of Dissolution, Minutes of a Special Meeting of the corporation at which the dissolution of the corporation was approved by the shareholders and a check payable to Secretary of State for \$35.00. Please enter the dissolution of this corporation in your records. Thank you.

Very truly yours,


John G. Admire

Diss
12-14-99
PMS

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

99 DEC -7 AM 10:40

FILED

**ARTICLES OF DISSOLUTION
OF
RESEARCH ENGINEERING CONSULTANT, INC.**

FILED

99 DEC -7 AM 10:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS this Corporation was formed, organized, and operated by Wen F. Chang; and

WHEREAS Wen F. Chang died on July 24, 1999; and

WHEREAS the remaining directors of this Corporation no longer desire to maintain it's separate existence; and

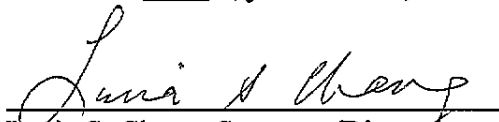
WHEREAS all debts of this Corporation have been paid or provision for payment made; and

WHEREAS on October 29, 1999 at a special meeting of the shareholders of this Corporation all directors and stock holders were present and unanimously adopted a Resolution authorizing the dissolution of this Corporation effective immediately, such voting number being sufficient for approval;

NOW THEREFORE the undersigned shareholders of RESEARCH ENGINEERING CONSULTANTS, INC., being all the shareholders thereof, do hereby execute these Articles of Dissolution, authorizing Lucia S. Chang to (a) execute and file these Articles of Dissolution with the office of the Secretary of State of Florida, and (b) execute and deliver any document or instrument to insure the dissolution of this Corporation and distribution of its assets, and (c) close all financial accounts of the corporation and, (d) after making payment of any outstanding obligations to distribute the net assets to the shareholders in accordance with their shareholder equity, and (e) take any and all other action necessary or proper to dissolve this corporation according to the Resolution authorizing such action.

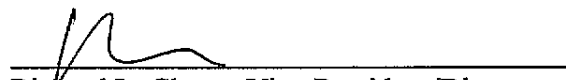
The following persons, being all the directors and stockholders of Research Engineering Consultants, Inc., hereby execute these Articles of Dissolution for the purposes expressed above on the day and date hereinafter set forth.

Dated this 29 day of October, 1999




Lucia S. Chang, Secretary/Director
and as Personal Representative of the
Estate of Wen F. Chang

Dated this 29 day of October, 1999



Richard L. Chang, Vice-President/Director



Margaret M. Chang, Shareholder

MINUTES OF SPECIAL MEETING
OF
RESEARCH ENGINEERING CONSULTANTS, INC.

This Special Meeting of the Board of Directors of Research Engineering Consultants, Inc., was held on October 29, 1999 at 9:00 A.M. at 9811 S.W. 96 Street, Miami, Florida 33176, pursuant to the direction of the shareholder.

The following shareholders were present, Lucia S. Chang, individually and as personal representative of the Estate of Wen F. Chang, and Richard L. Chang (who constitute the entire membership of the Board of Directors) and Margaret M. Chang who, along with the directors, constitute the entire shareholders of the corporation.

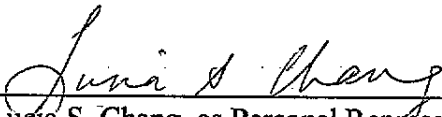
Formal Notice of this special meeting was unanimously waived.

The following resolution was then offered:

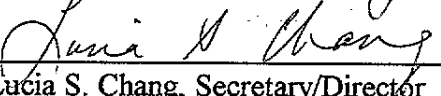
RESOLVED THAT THIS CORPORATION BE VOLUNTARILY DISSOLVED AND THAT LUCIA S. CHANG BE AUTHORIZED AND DIRECTED TO TAKE ALL ACTION AND EXECUTE ALL INSTRUMENTS NECESSARY AND PROPER TO ACCOMPLISH ITS IMMEDIATE DISSOLUTION.

Following a second, the resolution was discussed and thereupon submitted to the shareholders for a vote. The following were the votes cast: Ayes - Lucia S. Chang as personal representative of the Estate of Wen F. Chang, Lucia S. Chang, individually, Margaret M. Chang, and Richard L. Chang. Nays - NONE. The secretary announced that the foregoing resolution was adopted unanimously and was directed by the Board to transmit a copy of this resolution and a copy of Articles of Dissolution to the Secretary of State of Florida.

There being no further business to come before the meeting, it was adjourned.




Lucia S. Chang, as Personal Representative
of the Estate of Wen F. Chang, deceased



Lucia S. Chang, Secretary/Director



Richard L. Chang, Vice-President/Director



Margaret M. Chang, Shareholder