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F78331
September 19, 1997

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

Re: Dissolution of Ramar Industries, Inc. of Pinellas

Dear Sir:

Enclosed please find the Articles of Dissolution Pursuant to section 607.1403 of the Florida Business Corporation Act of Ramar Industries, Inc. of Pinellas. Also is a check in the amount of \$35.00 for filing same.

Thank you for your assistance in this matter.

Very truly yours,

Gregory A. Fox
GREGORY A. FOX
Attorney at Law

GAF\mss

Enclosures

500002299975--4
-09/22/97-01138-020
*****35.00 *****35.00

Diss.

9-25-97
cc

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 SEP 22 PM 1:31

ARTICLES OF DISSOLUTION PURSUANT TO SECTION
607.1403 OF THE FLORIDA BUSINESS CORPORATION
ACT OF RAMAR INDUSTRIES, INC.

To: Department of State
Tallahassee, Florida 32314

Date Paid
Filing Fee \$35.00

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is RAMAR INDUSTRIES, INC.
2. The Dissolution was authorized on July 28, 1997.
3. The number of votes cast for dissolution was sufficient for approval.
4. Adequate provision has been made for the payment of all of the liabilities and obligations of the corporation.
5. All the property and assets of the corporation remaining after the payment of all debts, obligations, and liabilities of the corporation, have been distributed among its shareholders in accordance with their respective rights and interests.
6. There are no actions pending against the corporation in any court.
7. The corporation elected to dissolve by act of the corporation, a resolution to dissolve having been duly adopted by the sole shareholder on July 28, 1997. A copy of this resolution is attached to these Articles.

Dated: July 28, 1997.

RAMAR INDUSTRIES, INC.

By

James L. Sharritt
JAMES L. SHARRITT
President

Attest:

Margery L. Baker
MARGERY L. BAKER
Secretary

The foregoing instrument was acknowledged before me this 28th

day of July, 1997 by JAMES L. SHARRITT, PRESIDENT and MARGERY L. BAKER, SECRETARY, who have produced a driver's license as identification.


Notary Public

My commission expires:



Gregory A. Fox
MY COMMISSION # CC568165 EXPIRES
August 5, 2000
BONDED THRU TROY FARM INSURANCE, INC.

CORPORATE RESOLUTION OF
RAMAR INDUSTRIES, INC.

The undersigned secretary of Ramar Industries, Inc. hereby certifies that the following is a true copy of the resolution adopted by the Board of directors at a special meeting held on July 28th, 1997.

Be it resolved that the Board of Directors considers it to be in the best interest of the corporation to dissolve under Section 332 of the Internal Revenue Code. The Dissolution will result in a more efficient organization.

It is further resolved that the Board present this resolution to its parent corporation for approval immediately after the conclusion of this meeting. Provided that the parent corporation approves the dissolution of the corporation, the officers of the corporation are authorized to take whatever steps are necessary to wind up the affairs of the corporation and transfer the assets to the Parent corporation. The parent corporation will take any action to ensure that all creditors will be paid.

It is further resolved that the officers of the corporation are authorized to file Articles of Dissolution with the Secretary of State and Form 966 with the Internal Revenue Service and any other final tax returns with the Internal Revenue Service and Florida Department of Revenue. It is intended that this liquidation will qualify under Section 332 of the Internal Revenue Code and any action that is taken will comply with this intent.

Upon motion duly made, seconded and unanimously carried, the resolution was adopted.

Ramar Industries, Inc.

By: _____

Margery L. Baker
Margery L. Baker, Secretary