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LAW OFFICE

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PROFESSIONAL ASSOCIATION
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RAY PEACOCK
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+ BOARD CERTIFIED
MARITAL & FAMILY LAWYER

November 21, 1997

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL. 32301

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Re: L.A.T. CONSTRUCTION, INC.

Gentlemen:

Enclosed herewith please find the Articles of Dissolution with a copy of the Minutes attached for the above-referenced corporation, which we request that you file in your office. Also enclosed is a copy of the same, which we request that you certify and return to us.

Our check in the amount of \$87.50 is enclosed to cover your charges as follows:

Filing Fee	\$35.00
Certified copy	<u>52.50</u>
	\$87.50

If anything further is required, please do not hesitate to contact me.

Sincerely yours,

Ray Peacock

RP:jm
Enclosures

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DIVISION OF CORPORATIONS
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Diss.
12-4-97
CC

ARTICLES OF DISSOLUTION

L.A.T. CONSTRUCTION, INC., a Florida corporation, executes the following articles of dissolution pursuant to section 607.1403 of the Florida Business Corporation Act:

FIRST: The name of the corporation is L.A.T. Construction, Inc.

SECOND: The shareholders of the corporation approved the dissolution of the corporation on 18 November 1997.

THIRD: 100% of the shares of the stock are owned by Larry A. Thompson, who approves this action.

EXECUTED: This 18th day of November, 1997.

L.A.T. CONSTRUCTION, INC.

IN THE PRESENCE OF:

Guan M. Dahl

Landra A. Walker

By:

Larry A. Thompson
LARRY A. THOMPSON, President

STATE OF FLORIDA
COUNTY OF PASCO

I, the undersigned, Larry A. Thompson, hereby certify that I am 100% owner of the L.A.T. Construction, Inc., and approve the above dissolution.

Larry A. Thompson
LARRY A. THOMPSON

Sworn to and subscribed before me, this 18 day of November, 1997.

Jeanette C. Whitacre
NOTARY PUBLIC

Personally known X

Produced a Driver's License



Jeanette C. Whitacre
My Commission CC596301
Expires October 27, 2000

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DIVISION OF CORPORATIONS
97 NOV 26 AM 8:15

MINUTES OF THE ANNUAL MEETING

OF

SHAREHOLDERS

OF

L.A.T. CONSTRUCTION, INC.

Minutes of the Annual meeting of Shareholders, held at the office of Ray Peacock, Esq., 2348 Sunset Point Rd., Clearwater, Florida, on the 18th day of November, 1997, at 11:00 Am o'clock.

The meeting was duly called to order by the President, who stated the object of the meeting and requested the election of a Chairman.

On motion duly made and carried, the vote was taken viva voce and Larry A. Thompson was duly declared elected Chairman of the Meeting.

The Secretary then read the Notice of Meeting together with the Affidavit of Service thereof, which were ordered appended to these Minutes.

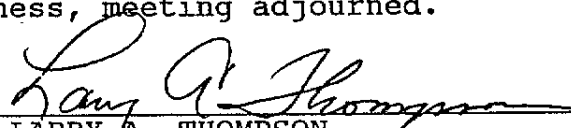
The following Shareholders were present in person:

<u>Names of Shareholders</u>	<u>No. of Shares</u>
Larry A. Thompson, Trustee, of the Larry A. Thompson Family Trust, u/a/d July 26, 1985	100%

The Chairman then stated that a majority of the total number of outstanding shares was represented, thus constituting a quorum.

The Chairman, as elected President, made a Motion, and seconded, that the corporation be dissolved, as there is no corporate activity and that counsel should be hired to prepare the necessary paper work to dissolve the corporation officially with the State of Florida, and to transfer the assets of the corporation to the sole remaining shareholder, Larry A. Thompson as Trustee of the Larry A. Thompson Family Trust, u/a/d July 25, 1985.

There being no further business, meeting adjourned.


LARRY A. THOMPSON