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Tampa, Florida 33679-8607

April 17, 1998

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

Re: Our File No. 1534.06

Dear Sir:

Please find enclosed the Articles of Dissolution of Benny's Key Shop, Inc. together with an Affidavit regarding same. Also enclosed is our check in the amount of \$35.00 to cover filing fees.

Very truly yours,


Diana K. Wallace

FILED
98 APR 20 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dissolution

See 4/24

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF

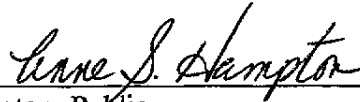
Before me, the undersigned authority, personally appeared Carlton R. Babineau, who after being duly sworn, deposes and says:

1. He is the President, Secretary, a Director and a stockholder of Benny's Key Shop, Inc.
2. The corporation, Benny's Key Shop, Inc., having resolved to voluntarily dissolve and Articles of Dissolution having been executed on November 25, 1997, has no intention of revoking its voluntary dissolution.
3. The name, Benny's Key Shop, Inc., is available for immediate use by any other corporation.

Further Affiant sayeth not.



The foregoing was sworn to and subscribed before me this 25 day of November, 1997, by Carlton R. Babineau, who is personally known to me, or who produced _____ as identification, and who did/did not take an oath.



Notary Public

My Commission Expires:



Anne S Hampton
My Commission CC638095
Expires April 13 2001

ARTICLES OF DISSOLUTION

of

BENNY'S KEY SHOP, INC.


FILED
98 APR 20 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

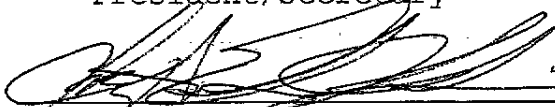
Pursuant to the provisions of Section 607.1403 of the Florida Statutes, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation.

1. The name of the corporation is Benny's Key Shop, Inc..
2. Dissolution was authorized on November 25, 1997, by resolution of the Board of Directors and approval of the Shareholders, as evidenced by Exhibits "A" and "B" attached hereto.
3. The approval of dissolution by the shareholders was unaimous, with the holders of 100% of the issued stock voting in favor of dissolution.

Dated this 25th day of November, 1997.

BENNY'S KEY SHOP, INC.


By: Carlton R. Babineau,
President/Secretary


By: Margaret Elaine Babineau,
Vice President

Corporate Seal:

MINUTES
of
SPECIAL MEETING OF BOARD OF DIRECTORS
of
BENNY'S KEY SHOP, INC.

A Special Meeting of the Board of Directors of Benny's Key Shop, Inc., was held November 25, 1997, at 8:00, at 4600 W. Kennedy Boulevard, Tampa, Florida.

All of the Directors being present, the meeting was called to order. Upon motion duly made, seconded and carried, it was

RESOLVED that it is in the best interest of this corporation that the corporation be dissolved immediately in accordance with Section 607.1402 of the Florida Statutes, and that a Special Meeting of the Shareholders of the corporation shall be called on November 25, 1997 for the purpose of voting on the Resolution to dissolve the corporation, and that notice of said meeting shall include notice that the purpose of the meeting will be to vote upon the Resolution of the Board of Directors recommending dissolution, and that in the event the shareholders favorably vote upon the Resolution for dissolution, then the President and Secretary of the corporation shall prepare and execute articles of dissolution and comply with such other procedures of the Florida Statutes as are required for dissolution, and it was further

RESOLVED that Carlton R. Babineau, a Director of the corporation, shall be appointed and act as Trustee of the dissolved corporation to take any actions as may be necessary or appropriate on behalf of the dissolved corporation.

There being no further business to come before the Meeting, upon motion duly made, seconded, and carried, the meeting was adjourned.



President/Secretary/Director

I, Carlton R. Babineau, President and Secretary of Benny's Key Shop, Inc., do certify that the above Resolution dated November 25, 1997, was unanimously approved by the Board of Directors of Benny's Key Shop, Inc., at a meeting of the Board held at 4600 W. Kennedy Boulevard, Tampa, Florida, on November 25, 1997.



Secretary

Corporate Seal:

MINUTES
of
SPECIAL MEETING OF STOCKHOLDERS
of
BENNY'S KEY SHOP, INC.

A Special Meeting of the Stockholders of Benny's Key Shop, Inc., was held on November 25, 1997, at 3:30, at 4600 W. Kennedy Boulevard, in Tampa, Florida.

The meeting was called to order by Carlton R. Babineau, President and Secretary of the corporation.

The following Stockholders were present in person:


<u>Stockholder</u>	<u>Shares</u>
Carlton R. Babineau	500
Margaret Elaine Babineau	500

The following action was taken at the meeting:

The Resolution of the Board of Directors dated November 25, 1997, to dissolve the corporation and the appoint Carlton R. Babineau as Trustee for the dissolved corporation was read and approved by the Stockholders.

There being no further business, the meeting was, on motion, adjourned.

Dated: Nov. 25, 1997


Secretary/President

Ratification

The undersigned, Carlton R. Babineau and Margaret Elaine Babineau, being the sole Stockholders of Benny's Key Shop, Inc., do hereby approve, ratify, and confirm all business transacted as reported herein.

