

Memo From . .

G 71688

**CONSULT ONE, INC.**

3773 Central Avenue - St. Petersburg FL 33713  
813-327-1202

December 8th, 1998

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P O BOX 6327  
TALLAHASSEE FL 32314

000002708480--5  
-12/10/98-01023-015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: DISSOLUTION OF A FLORIDA CORPORATION


The following Articles of Dissolution are filed in accordance with Sections 607.1201 and 607.1403, Florida Statutes:

Name of Corporation : EMPIRE STATE ENERGY MANAGEMENT INC  
Federal I.D. Number : 59-2340356  
Charter Number : G71688

Check in the Amount: \$35.00

Articles of Dissolution with the Stockholders' authorization.

Thank you!

  
J. M. Winebrenner

FILED  
98 DEC 10 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

encl

*valid*

TUE DEC 8 1998

FILED  
98 DEC 10 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF DISSOLUTION

In accordance with Sections 607.1201 and 607.1403, Florida Statutes, this corporation submits the following Articles of Dissolution:

### ARTICLE I

The name and address of this Corporation is:

EMPIRE STATE ENERGY MANAGEMENT INC,

3773 Central Avenue, Suite A282,  
St. Petersburg FL 33713

Charter Number for EMPIRE STATE ENERGY MANAGEMENT INC, is G71688, and the Federal Identification Number is 59-2340356.

### ARTICLE II - AUTHORIZATION DATE

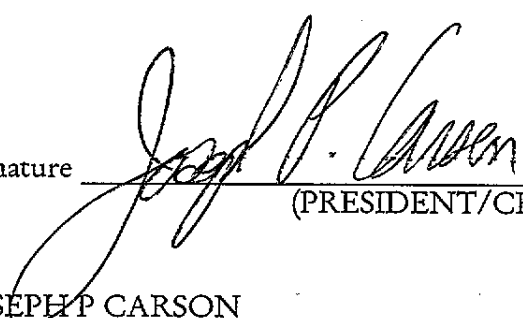
The Dissolution of this Corporation was authorized at a Special Meeting of the Stockholders on November 30th, 1998. Dissolution of this Corporation is to become effective at the close of business on November 30th, 1998.

### ARTICLE III - ADOPTION OF DISSOLUTION

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

Date Signed: November 30th, 1998

Signature

A handwritten signature in cursive script, appearing to read "Joseph P. Carson", written over a horizontal line.

(PRESIDENT/CHAIRMAN)

JOSEPH P CARSON

Title: President