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Biernacki & Bauer P.A.

ATTORNEYS AT LAW

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October 23, 2000

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

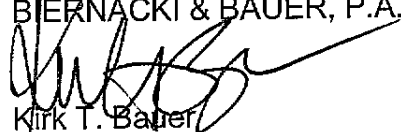
RE: K & N ENTERPRISE CORPORATION

400003442114--5
-10/27/00--01026--015
*****35.00 *****35.00

Dear Sirs:

Enclosed is an original and one (1) copy of the Articles of Dissolution for the above incorporation and a check for \$35.00.

Please file these Articles of Dissolution and provide us with the date dissolution went into effect.

Very sincerely yours,
BIERNACKI & BAUER, P.A.

Kirk T. Bauer

KTB:mh
Enclosure

FILED
00 OCT 26 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 OCT 26 AM 11:19
DIVISION OF CORPORATIONS

DISS.

S. PAYNE OCT 26 2000

Biernacki & Bauer P.A.

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October 24, 2000

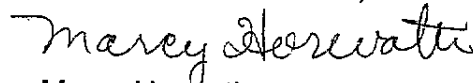
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: K & N ENTERPRISE CORPORATION

Dear Sirs:

Enclosed please find a check for \$35.00 in payment of your fee for dissolving the above-captioned corporation. The Articles of Dissolution were forwarded by mail on October 23, 2000 and the check was inadvertently omitted from the letter.

Very sincerely yours,
BIERNACKI & BAUER, P.A.


Marcy Horwath
Assistant to Kirk T. Bauer

KTB:mh
Enclosure

RECEIVED
00 OCT 26 AM 11:18
DIVISION OF CORPORATIONS

**ARTICLES OF DISSOLUTION
OF
K & N ENTERPRISE CORPORATION**

FILED
00 OCT 26 PM 2: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving:



1. The name of the Corporation is K & N Enterprise Corporation.
2. The names and respective addresses of its Officers are:
 - A. Keith R. West, President
1575 Ky. Hwy. 643
Waynesburg, Kentucky
 - B. Neil T. West, Treasurer
315 Atlantic Avenue
E. Rockaway, New York
3. The names and respective addresses of its Directors are:
 - A. Keith R. West, President
1575 Ky. Hwy. 643
Waynesburg, Kentucky
 - B. Neil T. West, Treasurer
315 Atlantic Avenue
E. Rockaway, New York
4. The Corporation's Board of Directors has recommended dissolving the Corporation to the shareholders.
5. The shareholders of the Corporation are Keith R. West and Neil T. West.
6. All of the shareholders have voted to dissolve the Corporation as evidenced by the Waiver and Consent to Dissolve attached hereto.
7. All debts, obligations and liabilities of the Corporation have been paid, discharged, or adequate provision has been made therefor.
8. All remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests.

9. There are no suits pending against the Corporation in any court.

Adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit.


Dated this 17th day of October, 2000.

K & N ENTERPRISE CORPORATION K & N ENTERPRISE CORPORATION

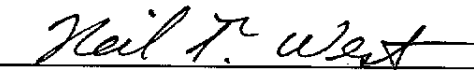
By:  By: 
KEITH R. WEST, President NEIL T. WEST, Treasurer

WAIVER AND CONSENT

The undersigned, being all of the shareholders of K & N ENTERPRISE CORPORATION, hereby waive any required notice of a shareholders' meeting and hereby consent to the dissolution of K & N ENTERPRISE CORPORATION.




KEITH R. WEST



NEIL T. WEST

STATE OF KENTUCKY
COUNTY OF LINCOLN

Sworn to and subscribed before me this 17th day of October,
2000, by Keith R. West.

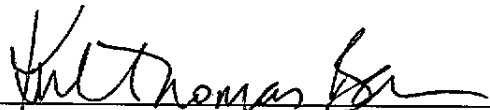


Notary Public - State of Kentucky
Jackie A. Jackson

Notary's Printed Name
My Commission Expires: 10-2-2001

STATE OF FLORIDA
COUNTY OF VOLUSIA

Sworn to and subscribed before me this 13th day of October,
2000, by Neil T. West.



Notary Public - State of FLORIDA
KIRK THOMAS BAUER

Notary's Printed Name
My Commission Expires:



Kirk Thomas Bauer
MY COMMISSION # CC649993 EXPIRES
July 22, 2001
BONDED THRU TROY FAIN INSURANCE, INC.