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December 19, 2001

Via Certified Mail # 7000 1530 0004 0377 1349

Corporate Records Bureau
Division of Corporations
Secretary of State
Post Office Box 6327
The Capitol
Tallahassee, Florida 32399-0250

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-12/20/01--01074--001
*****43.75 *****43.75

RE: Mineral Enterprises, Inc.

Dear Sir or Madam:

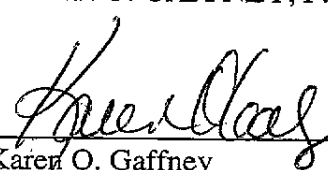
Enclosed please find an original and one copy of Articles of Dissolution of Mineral Enterprises, Inc. for filing with your office. Also, enclosed is our check in the amount of \$ 43.75 to cover your fee. Please return the certified copy and letter of acknowledgement to my office.

Thank you for your assistance in this matter.

Yours truly,

KAREN O. GAFFNEY, P.A.

By:


Karen O. Gaffney

FILED
01 DEC 20 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KOG/dvg

Enclosures

void
T. LEWIS DEC 28 2001

ARTICLES OF DISSOLUTION

OF

MINERAL ENTERPRISES, INC.

FILED
01 DEC 20 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned constitute the President and Secretary of MINERAL ENTERPRISES, INC., and pursuant to the recommendation of the Board of Director's as approved by the shareholders at a duly authorized meeting of said corporation, hereby petition the Secretary of State of the State of Florida to dissolve MINERAL ENTERPRISES, INC., and in support of said Petition state as follows:

ARTICLE I

NAME OF CORPORATION: The name of the corporation to be dissolved is MINERAL ENTERPRISES, INC., 1690 Foxboro Loop, Crystal River, Florida 34429.

ARTICLE II

The names and respective addresses of the Officers and Directors of the corporation are as follows:

President, Amy P. Gilbert, 1690 North Foxboro Loop, Crystal River, Florida 34429

Vice-President/Colorado, E.J. Mayhew, 600 South Youngfiel D Court, Lakewood, Colorado 80228

Shareholder, Carolee McKnight, P.O. Box 644, Norton, Maine 02766-0644

Shareholder, Mary Dana Prescott, 9447 Metcalf Road, Willoughby, Ohio 44094

Shareholder, Fred Devaney Estate, P.O. Box 64142, St. Paul, Minnesota 55402-4302

Shareholder, Susan Crich, HC 69 Box 38, Covelo, California 95428

Shareholder, Pamela Prescott, 615 Theresa Drive, Boulder, Colorado 80303-4739

Shareholder, Edward P. Prescott, 2975 Mile Creek
Road, P.O. Box 477, Talmadge, California 96481

ARTICLE III

The names and addresses of the Directors of the Corporation are as follows:

Amy P. Gilbert, 1690 North Foxboro Loop, Crystal
River, FL 34429

ARTICLE IV

All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made for payment thereof.

ARTICLE V

Dissolution was authorized by the Board of Directors on the 19th day of December, 2000. Dissolution was approved by the Shareholders on the 19th day of December, 2000. The number of shareholder's votes cast for dissolution was sufficient for approval.

ARTICLE VI

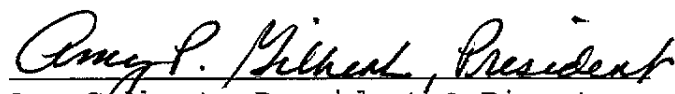
There are no actions pending against the corporation in any Court.

ARTICLE VII

Attached hereto are minutes of a meeting of the officers, directors and members of the corporation approving this voluntary dissolution and the members receiving notice of said meeting constitute all of the members of MINERAL ENTERPRISES, INC.


ARTICLE VIII

The effective date of these Articles of Dissolution is the 19th day of December, 2001.


Amy Gilbert, President & Director

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me
this 18 day of January, 2001, by AMY GILBERT,
President of MINERAL ENTERPRISES, INC., on behalf of the
corporation. He or She is personally known to me or
produced as identification personally known.



NOTARY PUBLIC

My commission expires:
My commission number:



Karen O. Gaffney
MY COMMISSION # CC660212 EXPIRES
July 24, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS AND SHAREHOLDERS OF
MINERAL ENTERPRISES, INC.

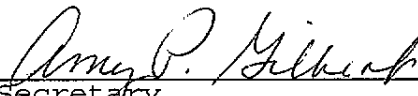
A Special Meeting of the Board of Directors of MINERAL ENTERPRISES, INC., was held on December 19, 2000, at the offices of the corporation at 5:00 o'clock P.M.

The President called the meeting to order.

The President then presented the issue of dissolving the corporation. Upon motion duly made, seconded and unanimously approved, it was Resolved that the corporation be dissolved. It is further resolved that the President of the corporation be directed to execute any and all documents necessary to properly validate such dissolution.

There being no further business to come before the meeting, the meeting was adjourned at 6:00 P.M.

Dated: Dec. 19, 2000.



Secretary