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December 29, 2000

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

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: NETWORK SOUTH, INC.

Dear Sir or Madam:

I am enclosing herewith for filing the original and one copy of the Articles of Dissolution and Statement of Intent to Dissolve by Written Consent of Shareholders for **NETWORK SOUTH, INC.**, together with our check in the amount of \$35.00 for the filing fee.

Please contact me if you have any questions. Thank you for your cooperation in this regard.

Very truly yours,


Gary I. Christian

GIC:dtm

Enclosures

FILED
01 JAN -5 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VLDIS
KLB
1-11-01

NETWORK SOUTH, INC.
ARTICLES OF DISSOLUTION

and

Statement of Intent to Dissolve
by Written Consent of Shareholders

FILED
01 JAN -5 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.267, 607.134 and 607.394, Florida Statutes, as amended, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

First: The name of the corporation is NETWORK SOUTH, INC.

Second: The name and address of its officer is:

| <u>Name</u> | <u>Address</u> | <u>Office</u> |
|----------------|--|-----------------------------------|
| Nelson Johnson | 2151 Ivygail Drive Jacksonville, FL 32225 | President, Secretary Treasurer |

Third: The name and address of its director is:

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| Nelson Johnson | 2151 Ivygail Drive Jacksonville, FL 32225 |

Fourth: All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefor.

Fifth: All remaining property and assets of the corporation have been distributed among its Shareholders, in accordance with their respective rights and interests.

Sixth: There are no suits pending against the corporations in any court in respect of which adequate provision has not been made or the satisfaction of any judgment, order or decree which may be entered against it.

Pursuant to the provisions of Sections 607.254 and 607.267, Florida Statutes, as amended, a written consent to dissolution of the corporation has been signed by all of the Shareholders of the corporation, or signed in their names by their respective

attorneys thereunto duly authorized, a true and correct copy of which Consent to Dissolution of Corporation is attached hereto a Exhibit "A".

Date: 12/30/00

NETWORK SOUTH, INC.

By: Nelson L. Johnson
Its President and
Secretary/Treasurer

COUNTY OF DUVAL)

ss)

STATE OF FLORIDA)

SWORN TO AND SUBSCRIBED before me by Nelson Johnson, President and Secretary of NETWORK SOUTH, INC. this 30th, day of December, 2000.

Donna T. Morris
Notary Public, State of Florida
at Large

My Commission Expires:

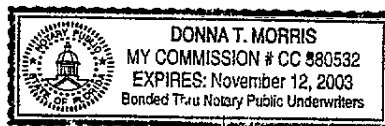


Exhibit "A"

NETWORK SOUTH, INC.

Record of Action Taken by
Unanimous Consent of the Sole Shareholder

Pursuant to the provisions of Sections 607.254, .267 and .394, Florida Statutes, as amended, the undersigned, being the sole Shareholder of the corporation does hereby approve the following resolutions in lieu of a formal meeting:

RESOLVED, that the following plan of dissolution be and hereby is approved:

PLAN OF DISSOLUTION AND LIQUIDATION Within one month from the date hereof:

1. This corporation shall be dissolved and the Statement of Intent to Dissolve and Articles of Dissolution shall be duly filed with the Secretary of State of Florida.

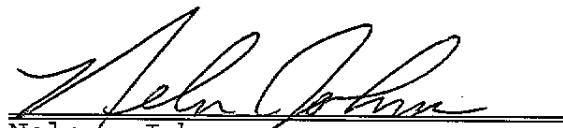
2. All of the debts, obligations and liabilities of this corporation shall be paid or assumed by the Shareholders.

3. All of the assets of this corporation shall be distributed to the Shareholders of this corporation during the month of DECEMBER, 2000.

4. The appropriate officers of this corporation are authorized for and on behalf and in the name of this corporation to take or cause to be taken, to execute or cause to be executed such certificates and other documents as may be required by law or as may be deemed by them necessary in order to dissolve and liquidate this corporation..

DATED: 12/30/00

SOLE SHAREHOLDER


Nelson Johnson


NETWORK SOUTH, INC.

CONSENT TO DISSOLUTION OF CORPORATION

THE UNDERSIGNED, being the sole Shareholder and Director of the corporation, does hereby consent to the dissolution and liquidation of the corporation in accordance with the Plan of Dissolution and Liquidation approved by unanimous written consent of the Shareholder on even date herewith, a copy of which Record of Unanimous Consent is attached hereto as Exhibit "A", and made a part hereof by reference.

DATED: 12/30/00

SHAREHOLDER:



Nelson Johnson

COUNTY OF DUVAL)

ss)

STATE OF FLORIDA)

SWORN TO AND SUBSCRIBED before me by Nelson Johnson, the Shareholder of NETWORK SOUTH, INC., this 30th day of December, 2000.





Notary Public, State of Florida
at Large

My Commission Expires:

December FILED in the minutes of the corporation this 30th day of November, 2000.



Nelson Johnson, Secretary