

Buchanan Ingersoll
PROFESSIONAL CORPORATION

Attorneys

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J85887

June 16, 1997

Attn.: Amendments Section
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-06/20/97--01090--010
*****35.00 *****35.00

RE: ARTICLES OF DISSOLUTION


To Whom it May Concern:

Please be advised that the following Florida corporation is no longer transacting business, and its shareholders wish to voluntarily dissolve the corporation pursuant to Section 607.1403, Florida Statutes.

Galloway International Management, Inc.
1980 72nd Ave. N.E.
St. Petersburg, FL 33702-4716
FEI Number 59-5842594

This letter is submitted on behalf of Galloway International Management, Inc. to request dissolution of its corporate existence. Enclosed please find two copies of the Articles of Dissolution and the \$35.00 filing fee. If you have any questions regarding this notice, please do not hesitate to contact me.

Sincerely,


Mary Ann Lochner

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Galloway International Management, Inc.

SECOND: The date dissolution was authorized: June 16, 1997

THIRD: Adoption of Dissolution: Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval

Signed this 17th day of June, 1997.

Signature

J.C. Galloway

(By the Chairman or Vice Chairman of the Board,
President, or other officer)

President

(Title)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN 20 PM 1:20

ARTICLE
FILED

**WRITTEN CONSENT OF ALL OF THE DIRECTORS AND SHAREHOLDERS OF
GALLOWAY INTERNATIONAL MANAGEMENT, INC.
IN LIEU OF SPECIAL MEETING**

Pursuant to Sections 607.821 and 607.1402 of the Florida Business Corporation Act, the undersigned, being all of the directors and shareholders of Galloway International Management, Inc., a Florida corporation (the "Corporation"), hereby take the following actions in lieu of holding a special meeting:

1. It is deemed advisable and in the best interests of the Corporation and its shareholders that it be dissolved;
2. The attached Plan of Dissolution and Liquidation is hereby adopted;
3. The officers of the Corporation are authorized and directed to take any and all actions deemed necessary or desirable to effectuate the Plan of Dissolution and Liquidation.
4. The Corporation shall be formally dissolved under the Florida Business Corporation Act, and the officers of the Corporation are authorized and directed to take all actions they deem necessary or desirable to effectuate the dissolution.

Signed this 17th day of June, 1997.

Signature

J. Galloway

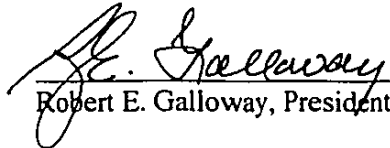
(By the Chairman or Vice Chairman of the Board,
President, or other officer)

President

(Title)

**CERTIFICATE OF PRESIDENT OF
GALLOWAY INTERNATIONAL MANAGEMENT, INC.**

On this 17th day of June, 1997, the undersigned, as President of Galloway International Management, Inc., a Florida corporation, hereby certifies that attached hereto is a true and correct copy of the Plan of Liquidation of Galloway International Management, Inc. that was adopted on June 17, 1997.


Robert E. Galloway, President

**PLAN OF DISSOLUTION AND LIQUIDATION OF
GALLOWAY INTERNATIONAL MANAGEMENT, INC.**

WHEREAS, it is deemed advisable and in the best interest of Galloway International Management Inc., a Florida corporation (the "Corporation"), to dissolve and wind up the affairs of the Corporation and to completely liquidate the Corporation;

NOW, THEREFORE, the Corporation adopts the following plan of dissolution and liquidation (the "Plan"):

1. The officers of the Corporation shall attempt to collect all of the receivable and other debts owing to the Corporation and to pay all of its debts and expenses, setting aside a reasonable amount in cash that they deem necessary to meet any contingent claims, liabilities or expenses.

2. The officers of the Corporation are authorized to negotiate and consummate sales of all or any portion of the assets of the Corporation upon such terms and conditions as they determine to be in the best interests of the Corporation and its shareholders.

3. All of the remaining assets of the Corporation, including the proceeds of the sale of its assets shall be distributed in kind within twelve (12) months from the date of adoption of this plan to its sole shareholder and in exchange for the surrender of its stock in complete cancellation and redemption of all the stock of the Corporation. Upon the shareholder's surrender for cancellation of the certificates in the Corporation, the president and secretary of the Corporation are authorized and directed to issue such checks or execute such assignments, deeds, and bills of sale to the assets of the Corporation as may be required to convey good title in the assets to the shareholder.

4. The officers of the Corporation are authorized and directed to perform such other acts and deeds necessary or desirable to effectuate the Plan, including the execution of any contracts, deeds, bills of sale, or any other legal instruments or documents necessary or desirable to effectuate the Plan. The Plan shall be deemed to authorize such action as is necessary or desirable.

5. Upon distribution of all of the assets of the Corporation in complete liquidation, the officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and file a final federal income tax return for the Corporation.