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FILED
98 JUL 13 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 10, 1998

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

Federal Express
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Transmittal of Articles of Dissolution for
Tallon/Biczek Construction, Inc.

Dear Sir or Madam:

Enclosed please find the following listed documents along with
our \$35 check for the filing fee:

1. Articles of Dissolution
2. Directors Resolution for Dissolution
3. Resolution of Shareholders to Dissolve

If you have any questions, please call.

Sincerely yours,

David H. Simmons
David H. Simmons

DHS/dah
Enclosures

Diss.
7-17-98
CC

**ARTICLES OF DISSOLUTION BY DIRECTORS
OF TALLON/BICZEK CONSTRUCTION, INC.,
A FLORIDA CORPORATION**

FILED
98 JUL 13 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Department of State
Tallahassee, FL 32314

Date Paid: _____
Filing Fee: \$ _____

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned, being all the directors of the corporation adopt the following articles of dissolution:

1. The name of the corporation is TALLON/BICZEK CONSTRUCTION, INC.
2. Dissolution was authorized by the corporation on July 9, 1998.
3. The names and addresses of all the officers of the corporation are as follows:

Larry Tallon, President 6113 Masters Blvd.
Orlando, Florida 32819

James F. Biczek, Vice President, 6158 Masters Blvd.
Secretary/Treasurer Orlando, Florida 32819


4. The names and addresses of all directors of the corporation are as follows:

Larry Tallon, Director 6113 Masters Blvd.
Orlando, Florida 32819

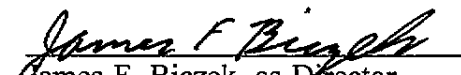
James F. Biczek, Director 6158 Masters Blvd.
Orlando, Florida 32819

5. A majority of the directors authorized that the corporation be dissolved based upon the unanimous consent, approval, and direction of the shareholders, and as such there were sufficient votes cast to approve dissolution.

Dated July 9, 1998.



Larry Tallon, as Director

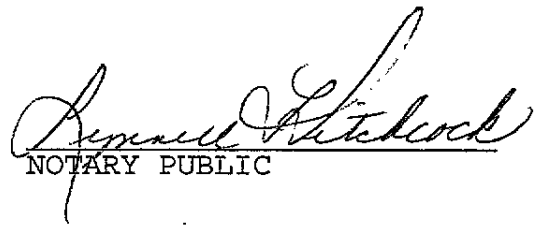


James F. Biczek, as Director

STATE OF FLORIDA:

COUNTY OF ORANGE:

SWORN TO AND SUBSCRIBED before me this 9th July, 1998, by LARRY TALLON who is personally known to me or who has produced Larry Tallon License as identification and acknowledges that he has signed the foregoing instrument and that the contents therein contained are true to the best of his knowledge and belief.


NOTARY PUBLIC

My commission expires:

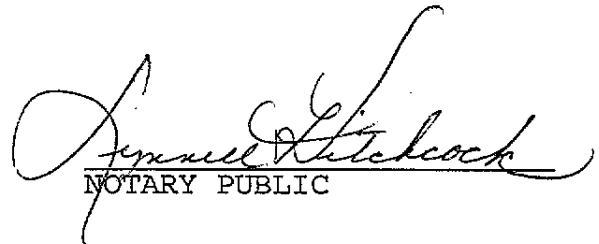


Lynnell Hitchcock
MY COMMISSION # CC572554 EXPIRES
November 13, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA:

COUNTY OF ORANGE:

SWORN TO AND SUBSCRIBED before me this 9th July, 1998, by JAMES F. BICZEK, who is personally known to me or who has produced James F. Biczek License as identification and acknowledges that he has signed the foregoing instrument and that the contents therein contained are true to the best of his knowledge and belief.


NOTARY PUBLIC

My commission expires:



Lynnell Hitchcock
MY COMMISSION # CC572554 EXPIRES
November 13, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

**DIRECTORS RESOLUTION FOR DISSOLUTION
OF TALLON/BICZEK CONSTRUCTION, INC.**

WHEREAS, the Board of Directors of TALLON/BICZEK CONSTRUCTION, INC. (hereafter referred to as "Corporation"), a Florida corporation, has determined that it is in the best interests of the Corporation and of its shareholders that the Corporation be dissolved;

RESOLVED, that it is recommended the Shareholders of the Corporation that the Corporation be dissolved;

RESOLVED FURTHER, that the question of dissolving the corporation be submitted to a vote of the Shareholders at a special meeting to be held on July 9, 1998, at 3:00pm by ~~telephone~~.

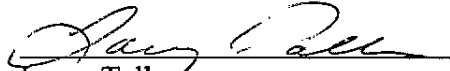
RESOLVED FURTHER, that the written notice of the shareholders' meeting has been waived and the shareholders have considered the advisability of dissolving the Corporation.

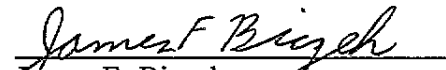
RESOLVED FURTHER, the president and/or vice-president of the Corporation are authorized to take all actions necessary to wind up the affairs of the Corporation, including the lease, sale, conveyance, or assignment of any or all of the Corporation's assets and to execute any documents or instruments necessary or incident to any lease, sale, conveyance, or assignment of these assets.

RESOLVED FURTHER, the president and/or vice-president of the Corporation are authorized to apply the assets of the Corporation, in cash or in kind, to the payment of its known debts and obligations, and after disposing of the assets of the Corporation and making suitable provision for the payment of all of its known debts, such officers are authorized and required to distribute the remainder of the Corporation's assets to the shareholders in accordance with the plan of distribution, according to their respective rights and interests.

RESOLVED FURTHER, that the proposed plan of liquidation, a copy of which is attached to this resolution, is hereby approved.

EXECUTED THIS 9 DAY OF JULY, 1998, AT Orlando, FLORIDA.


Larry Tallon


James F. Biczek

**RESOLUTION OF SHAREHOLDERS TO DISSOLVE
TALLON/BICZEK CONSTRUCTION, INC.**

WHEREAS, at a meeting of the Board of Directors of TALLON/BICZEK CONSTRUCTION, INC., held on July 9, 1998, the Board of Directors adopted a resolution recommending that the Corporation be dissolved and that the question of dissolution be submitted to the shareholders of the Corporation;


WHEREAS, the shareholders of the Corporation have duly met and considered the advisability of dissolving the Corporation;

RESOLVED, that the Corporation be dissolved;

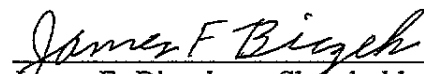
RESOLVED FURTHER, that the officers and Directors of the Corporation are hereby authorized and directed to collect and distribute the assets of the Corporation, and to take such further action as may be necessary or proper to liquidate and dissolve the corporation;

RESOLVED FURTHER, that the proper officers of this Corporation are hereby authorized and directed to take such steps as are necessary to give effect to this resolution.

DATED AND EXECUTED THIS 9 DAY OF JULY, 1998.



Larry Tallon, as Shareholder



James F. Biczek, as Shareholder