

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Bicycles and Fitness Products of
Northwest Florida, Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: _____

Name _____

9/26/03
Date

10:10
Time

Walk-In _____

Will Pick Up _____

STATE OF FLORIDA)
COUNTY OF OKALOOSA)

FILED

03 SEP 26 PM 3:11

ARTICLES OF DISSOLUTION SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Bicycle and Fitness Products of Northwest Florida, Inc., a Florida corporation (the "Corporation").

2. The names and respective addresses of the officers of the Corporation are:

President	Dwight Lee Atchley 717 Main Street Destin, Florida 32541
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Secretary/Treasury	Carol P. Atchley 717 Main Street Destin, Florida 32541
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3. The names of the Directors of the Corporation are Dwight Lee Atchley and Carol P. Atchley, who are also the sole shareholders of the Corporation, whose collectively address for purposes hereof is 717 Main Street Destin, Florida 32541.

4. All debts, liabilities and other obligations of the Corporation have been paid or discharged or adequate provision has been made therefore.

5. After applying the property and assets of the Corporation to the payment of its debts, liabilities and other obligations, the remaining property and assets of the Corporation have been distributed to the shareholders of the Corporation listed above in

proportion to their stock ownership.

6. There are no actions pending against the Corporation in any Court.

7. A copy of the resolution to dissolve the Corporation adopted by the Board of Directors of the Corporation is attached. Also, this same resolution was adopted by all the Stockholders of the Corporation on the same date that the same was adopted by the Board of Directors.

WITNESSES:

Johnie C. Rogers
Print Name: Johnie C. Rogers
Robin J. Parkor
Print Name: Robin J. Parkor

Bicycle and Fitness Products
of Northwest Florida, Inc.

BY: *Dwight Lee Atchley*
Dwight Lee Atchley
President

ATTEST:

Carol P. Atchley
Carol P. Atchley -
Secretary

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me personally appeared Dwight Lee Atchley, the President and Secretary of the Corporation, and such person acknowledged before me that such person executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on September 25th, 2003.

Jayne W. Emerson
Notary Public

JAYNE W. EMERSON
Notary Public, State of Florida
My comm. exp. Sept. 22, 2006
Comm. No. DD 130980

CERTIFICATE

I do hereby certify that I am the duly elected and acting Secretary of Bicycle and Fitness Products of Northwest Florida, Inc., a Florida corporation (the "Corporation"), and that Exhibit "A" attached hereto and made a part hereof is a true and correct copy of a resolution duly adopted by the Board of Directors and all the Stockholders of the Corporation in connection with the complete liquidation of the Corporation under the Business Corporation Act of its state of incorporation.

WITNESS my hand as Secretary of the Corporation this 25 day of September, 2003.



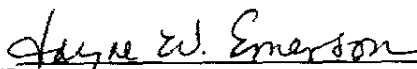
Carol P. Atchley - Secretary

STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me personally appeared Carol P. Atchley, the Secretary of the Corporation, and such person acknowledged before me that such person executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 25th day of September, 2003.



Notary Public

My Commission Expires:

JAYNE W. EMERSON
Notary Public, State of Florida
My comm. exp. Sept. 22, 2006
Comm. No. DD 130980

EXHIBIT "A"

PLAN OF LIQUIDATION
(Unanimous Written Consent of All
Directors and Stockholders)

CORPORATION: Bicycle and Fitness Products of Northwest
 Florida, Inc.

DATE: Effective September 23, 2003

The undersigned, being all the Directors and Stockholders of the Corporation, do hereby unanimously consent and approve the following resolutions, all effective as of the date set forth above:

RESOLVED, that the Corporation shall be liquidated and dissolved in accordance with the following plan of complete liquidation (herein called the "Plan") to be finalized in all events by September 3, 2003:

1. The President of the Corporation shall be authorized and empowered to sell or otherwise liquidate any and all of the assets of the Corporation which in his reasonable judgment should be sold or liquidated to facilitate the liquidation of the Corporation, which sale shall take place by September 30, 2003 (if at all).

2. Prior to the final liquidation of the Corporation:

(a) All then known debts, obligations and liabilities of the Corporation which can then be paid shall be paid, or the payment thereof shall be provided for, all as soon as practicable.

The term "debts, obligations and liabilities" shall include, but shall not be limited to, (i) expenses incident to the conduct and winding up of the business and affairs of the Corporation, (ii) expenditures or allowances made or incurred incident to the sale, liquidation or distribution of the assets of the Corporation, and (iii) attorneys' and accountants' expenses.

(b) After, and only after, paying or providing for the payment of said debts, liabilities and obligations, there shall be distributed, from time to time as determined and authorized by the Board of Directors of the Corporation, the remaining assets of the Corporation to the Stockholders in proportion to their stock ownership.

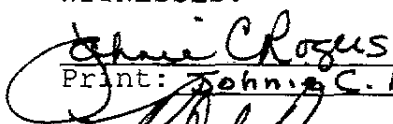
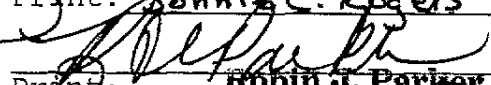
3. The Board of Directors of the Corporation shall be authorized and empowered to correct any defect or supply any omission in the Plan and reconcile any inconsistency or conflict in the Plan.

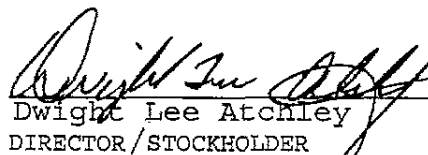
EXHIBIT "A"

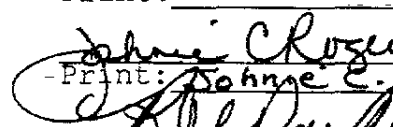

4. Upon the distribution of the remaining assets of the Corporation pursuant to the Plan, the Corporation shall be dissolved pursuant to the laws of the state in which the Corporation was established (which dissolution shall take place on or before September 30, 2003).

5. The President and the Secretary, and any Assistant Secretary of the Corporation, shall be authorized, empowered and directed in the name and on behalf of the Corporation, and under its corporate seal, where desired, to execute, attest, and deliver all contracts, conveyances, bills of sale, assignments, transfers, agreements, letters, notices, certificates, receipts, consents, releases and other instruments and documents deemed by the President of the Corporation to be proper in carrying out the Plan and to do any and all such acts, deeds and things as the President may deem necessary or appropriate to consummate any sale of any assets of the Corporation, or to effectuate or carry out the Plan or to effect the dissolution of the Corporation.

WITNESSES:


Print: John C. Rogers

Print: Robin J. Parker


Dwight Lee Atchley
DIRECTOR/STOCKHOLDER


Print: John C. Rogers

Print: Robin J. Parker


Carol P. Atchley
DIRECTOR/STOCKHOLDER