

O'DONNELL & GROSSE
ATTORNEYS AT LAW

1648 OSCEOLA STREET
JACKSONVILLE, FLORIDA 32204

(904) 387-4963

TELECOM: (904) 384-7329

JAMES D. O'DONNELL
RENEE D. GROSSE

LEE MARINELLI *
OF COUNSEL
* ADMITTED IN WASHINGTON D.C.
VIRGINIA & TENNESSEE ONLY

December 30, 1998

Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee FL 32399

VIA AIRBORNE EXPRESS

Re: FUNDAMENTAL SYSTEMS CORPORATION

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-12/31/98--01032--002
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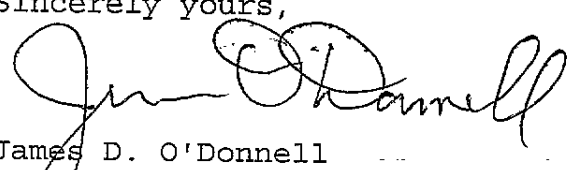
Dear Sir/Madam:

Enclosed for filing please find a Certificate of Dissolution for FUNDAMENTAL SYSTEMS CORPORATION with Stockholders' Consent to a Plan of Complete Liquidation with attached corporate resolution and Agreement and Plan of Liquidation and Dissolution along with our check in the amount of \$87.50; \$35.00 to cover the filing fee and \$52.50 to cover the certified copy fee.

An additional copy is also enclosed. After the documents have been filed, please return a certified copy to us for our records in the enclosed Airborne Express envelope.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,


James D. O'Donnell

JOD/ldr

Enclosures
/as stated

cc: Blair Arnold, Esquire
c:\wp\ldr\arnold\SecState.D30

FILED
98 DEC 31 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Dissolved*
K18985
FL Diss
11/18/98
cert copy

Certificate of Dissolution

FUNDAMENTAL SYSTEMS CORPORATION

Stockholders' Consent to a Plan of Complete Liquidation

THE UNDERSIGNED, being all of the stockholders of FUNDAMENTAL SYSTEMS CORPORATION, a corporation created and existing under and by virtue of the laws of the State of Florida, deeming it advisable and mostly for the interests of said corporation that the same should forthwith be dissolved, hereby consents to the dissolution of said corporation, as provided for by the Corporation Law of the State of Florida, and does sign this consent to the end that it may be filed in the office of the Secretary of the State of Florida, as provided by law.

STOCKHOLDER

NUMBER OF SHARES

Carl F. Arnold Third Amended
and Restated Revocable Trust
Dated 11/22/95

100

By:


M. Blair Arnold, Trustee

FILED
98 DEC 31 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of President and Secretary to
List of Names and Residence Addresses of
Directors and Officers

WE, the President and Secretary of FUNDAMENTAL SYSTEMS CORPORATION, in accordance with the requirements of Corporation Law of the State of Florida and in order to obtain the dissolution of said corporation, as provided by said Law, DO HEREBY CERTIFY AS FOLLOWS:

The principal office of FUNDAMENTAL SYSTEMS CORPORATION in the State of Florida is at 1648 Osceola Street; City of Jacksonville, in the County of Duval, and the agent in charge thereof, upon whom process against this corporation may be served at said address, is James D. O'Donnell, Esquire, James O'Donnell and Associates; 1648 Osceola Street; Jacksonville, Florida 32204.

The dissolution of said FUNDAMENTAL SYSTEMS CORPORATION has been duly authorized in accordance with the provisions of the corporation law of the State of Florida.

The following is a list of the names and residence addresses of the directors of the said corporation:

<u>NAME</u>	<u>RESIDENCE</u>
William S. Arnold	919 Sandpiper Lane Vero Beach, FL 32963
Guy M. Arnold	735 South Ogden Street Denver, CO 80209
M. Blair Arnold	985 East Boswell Street Batesville, AR 72501

The following is a list of the names and residence addresses of the officers of the corporation:

<u>NAME</u>	<u>RESIDENCE</u>
M. Blair Arnold President and Secretary	985 East Boswell Street Batesville, AR 72501


M. Blair Arnold, President and Secretary

STATE OF ARKANSAS)
COUNTY OF Cleburne) :ss.:

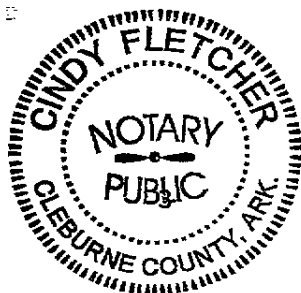
BE IT REMEMBERED, that on this 26th day of December, 1998, personally came before me, a Notary Public of the County and State aforesaid, M. Blair Arnold, President of FUNDAMENTAL SYSTEMS CORPORATION, a corporation of the State of Florida, the corporation described in the foregoing certificate, known to me personally to be such, and he the said M. Blair Arnold as such President duly executed such certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation, that the signature of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President of said corporation and the Secretary of said corporation respectively, and that the seal affixed to said certificate is the common, or corporate, seal of said corporation; that the attached and foregoing list of directors and officers with their addresses is true and correct; that the attached consent of stockholders has been signed, in person, by the sole stockholder of the corporation entitled to vote.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.


Notary Public

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Comm. Expires:
June 12, 2000



CORPORATE RESOLUTION

I, M. Blair Arnold, do hereby certify that I am the duly elected and acting Secretary of FUNDAMENTAL SYSTEMS CORPORATION, a Florida Corporation; that the following is a true and correct copy of certain Preambles and Resolutions duly adopted by the Board of Directors of said corporation by unanimous consent and that said Preambles and Resolutions are in full force and effect, to wit:

WHEREAS, the shareholders of this company have executed and delivered to this company a Consent to the Dissolution of this Company; and

WHEREAS, this company is to be voluntarily dissolved pursuant to the applicable provisions of Florida corporate law; and

WHEREAS, it is now desired that a plan be effected for the complete liquidation of this company on or prior to December 31, 1998.

NOW THEREFORE, BE IT RESOLVED that the following plan for the complete liquidation of this company on or prior to December 31, 1998 is hereby adopted:


1. The proper officers of this company shall forthwith file the appropriate statement of intent to dissolve pursuant to the provisions of Florida corporation law;

2. The assets and property of this company, subject to its liabilities, shall be assigned and conveyed to M. Blair Arnold as Trustee of the Carl F. Arnold Third Amended and Restated Revocable Trust Dated November 22, 1995, the sole shareholder of this company, upon said shareholder agreeing to assume and pay said liabilities and surrendering for

cancellation the certificates representing all of the outstanding shares of stock of this company; and the proper officers of this company shall execute, endorse and deliver all Assignments, Power, Deeds, Bills of Sale, and documents of conveyance or other documents necessary to effect such conveyance to the shareholder.

3. Upon such conveyance and assumption, this company shall be dissolved and the proper officers of this company shall file with the Secretary of the State of Florida, the appropriate Articles or Certificate of Dissolution pursuant to the provisions of Florida corporation law and such other documents as may be required under the laws of Florida or of the United States as in such case may be provided.

WITNESS MY HAND as Secretary of said corporation, with its corporate seal hereunto fixed, this 26 day of December, 1998.



M. Blair Arnold
Secretary

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Exhibit "A"

AGREEMENT AND PLAN OF
LIQUIDATION AND DISSOLUTION

FILED
98 DEC 31 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Agreement by and between M. Blair Arnold, William S. Arnold, Guy M. Arnold, and the Carl F. Arnold Revocable Trust, shareholders of the FUNDAMENTAL SYSTEMS CORPORATION.

W I T N E S S E T H :

WHEREAS, the above parties hereto do hereby wish to liquidate and dissolve FUNDAMENTAL SYSTEMS CORPORATION.

NOW THEREFORE, in consideration of the covenants, mutual agreements and promises made herein, the parties hereto do herewith agree as follows:

1. FUNDAMENTAL SYSTEMS CORPORATION agrees to immediately take all corporate action required to liquidate and dissolve.

2. All papers necessary to effect the liquidation and dissolution of FUNDAMENTAL SYSTEMS CORPORATION will be executed by the appropriate officers and directors of FUNDAMENTAL SYSTEMS CORPORATION and a true copy thereof will be filed with the corporate division of the Secretary of State for the State of Florida.

3. FUNDAMENTAL SYSTEMS CORPORATION will cause a final federal income tax return to be filed with the Internal Revenue Service for it which will no longer exist as of the effective date hereinafter provided for (December 31, 1998) in this Agreement and Plan of Liquidation and Dissolution.

4. The effective date of the liquidation and dissolution described herein shall be December 31, 1998. FUNDAMENTAL SYSTEMS CORPORATION shall be deemed to exist after December 31, 1998 solely for the purpose of allowing time for all documents required to be executed, delivered and recorded to be filed in accordance with the agreements herein provided.

5. All transfers required to be reported and elections required to be made under the tax laws of the federal government and the requirements of the Internal Revenue Service and the Florida Department of Revenue shall be complied with including but not limited to the following:

a) Filing of IRS Form 966 re Corporate Dissolution of Liquidation;

b) All federal and state (if any) income tax returns including final returns;

c) All elections pursuant to Section 331 of the Internal Revenue Code and information required under the regulations thereunder;

d) All filings with the Clerk of the Court for property transfers and recordings as may be required by state law in order to perfect the chain of title as to all and any real property affected hereby;

e) All corporate minutes reflecting the vote of shareholders, officers and directors required with respect to all action agreed to above including but not limited to the stockholders consent to a Plan of complete Liquidation and

Dissolution, to all deeds and/or bills of sale (to the extent required) transferring all assets to the shareholders and to all resolutions of Board of Directors, Certificate of Dissolution and any other shareholder and/or corporate minutes required by any state or federal authority;

6. In connection with the liquidation and dissolution of FUNDAMENTAL SYSTEMS CORPORATION, the parties hereto hereby agree as follows;

a) The Plan as hereby submitted shall become effective upon the earlier of formal adoption by the affirmative vote of the shareholders of the outstanding shares of stock of FUNDAMENTAL SYSTEMS CORPORATION or December 31, 1998;


b) After December 31, 1998 FUNDAMENTAL SYSTEMS CORPORATION shall not perform business activities other than those required for the winding up of its affairs, preserving the value of its assets, and distributing its assets to its shareholders in accordance with this plan. The liquidation and dissolution are to be effective as promptly as possible and in no event later than December 31, 1998. At the close of business on December 31, 1998 the officers of FUNDAMENTAL SYSTEMS CORPORATION shall set aside a reserve fund of an amount to be determined to pay all unpaid federal income taxes, if any, Florida State income and/or franchise taxes, and miscellaneous fees and expenses in connection with execution of this plan. Such reserve funds shall be paid by check to M. Blair Arnold to be held by him for the payment of such proper expenses and taxes in accordance with authorization given by the


Directors of FUNDAMENTAL SYSTEMS CORPORATION. Any amount remaining in the reserve fund after 90 days shall be paid to the shareholders of C. F. ARNOLD CORPORATION in accordance with the stock ownership.

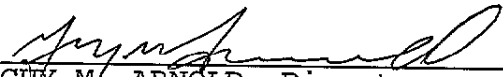
c) The Directors and Officers of FUNDAMENTAL SYSTEMS CORPORATION shall cause to be executed and filed, a Certificate of Dissolution of FUNDAMENTAL SYSTEMS CORPORATION in accordance with the laws of the State of Florida. The Officers and Directors of FUNDAMENTAL SYSTEMS CORPORATION shall execute and consummate the plan and shall have power to adopt all resolutions, execute all documents, file all papers, and take all corporate action they deem necessary or desirable for the accomplishment of the Plan and the complete liquidation and dissolution of FUNDAMENTAL SYSTEMS CORPORATION.

IN WITNESS WHEREOF the parties have caused this Agreement and Plan of Liquidation and Dissolution to be executed by the Officers and Directors of this Corporation and its Shareholders this 26 day of December, 1998.

FUNDAMENTAL SYSTEMS CORPORATION

By: 
M. BLAIR ARNOLD, President/
Secretary


WILLIAM S. ARNOLD, Director


GUY M. ARNOLD, Director


M. BLAIR ARNOLD, Director

CARL F. ARNOLD REVOCABLE TRUST
Stockholder

By: 
M. BLAIR ARNOLD, Successor
Trustee

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