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K30074

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April 28, 2000

Jennifer J. Nackley
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*Via Certified Mail Z219726088
Return Receipt Requested*

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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

Re: Sport Plane Products, Inc., Articles of Dissolution
Ref. Number: K30074
Your Letter Number: 600A00022609

FILED
00 MAY - 4 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ladies and Gentlemen:

Enclosed for filing are the following documents in regard to the referenced corporation:

1. Articles of Dissolution; and
2. Shareholder's Written Consent to Action.

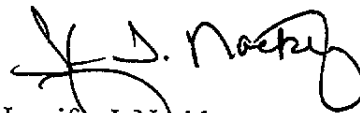
Also enclosed is a check in the amount of \$35.00 payable to the Florida Department of State.

Please date-stamp the enclosed copy of each document and return to us in the attached self-addressed and stamped envelope.

Please call me if you have any questions regarding this communication or the enclosures.

Thank you.

Very truly yours,



Jennifer J. Nackley
For the Firm

Enclosures as stated

cc: Mr. Charles R. Rhoades, w/o enclosures
Carl E. Westman, Esq., w/o enclosures
NAPLES/7278-1

VOIDS
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ARTICLES OF DISSOLUTION

OF

Sport Plane Products, Inc.

FILED
00 MAY -4 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Sport Plane Products, Inc., a Florida corporation, desires to dissolve its corporate status pursuant to Section 607.1403 of the Florida Business Corporations Act, and hereby states as follows:

ARTICLE I - NAME OF CORPORATION

The name of the corporation is Sport Plane Products, Inc., a Florida corporation (hereinafter referred to as the "Corporation").

ARTICLE II - DATE OF AUTHORIZATION

These Articles of Dissolution were adopted by the sole holder of all of the outstanding shares of common stock of the Corporation, as the sole voting group of the Corporation, by a written consent executed on April 18, 2000, which constituted a sufficient vote for approval by the sole shareholder.

IN WITNESS WHEREOF, Sport Plane Products, Inc., a Florida corporation, has caused these Articles of Dissolution to be executed on its behalf on this April 18 day of _____, 2000.

Sport Plane Products, Inc.,
a Florida corporation

By: Charles R. Rhoades
Charles R. Rhoades,
President

SHAREHOLDER'S WRITTEN CONSENT TO ACTION

Pursuant to Section 607.0704, Florida Statutes, the undersigned, constituting the sole shareholder of Sport Plane Products, Inc., a Florida corporation (the "Corporation"), hereby authorizes, approves and consents to the voluntary dissolution of the Corporation. The undersigned further authorizes, approves and consents to the taking by the appropriate officers of the Corporation of all necessary acts to carry out such dissolution in accordance with Section 607.1403 and the other applicable Sections of the Florida Business Corporations Act (1990), and the applicable sections of the Internal Revenue Code of 1986, as amended, including without limitation the distribution of any property or assets of the Corporation to the sole shareholder of the Corporation, the payment of any and all debts, obligations and liabilities of the Corporation, the execution of the Articles of Dissolution, the filing of the Articles of Dissolution with the Department of State of the State of Florida and the execution and filing of such returns or other instruments as may be required by the Internal Revenue Service, Florida Department of Revenue or Florida Department of State.

IN WITNESS WHEREOF, the undersigned, constituting the sole shareholder of the Corporation has executed this Written Consent this 18th day of April, 2000.

By: Charles R. Rhoades
Charles R. Rhoades