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** ALSO ADMITTED IN ALABAMA

November 21, 2000

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Bama Boys Resorts, Inc.


Dear Sir:

100003476341--6
-11/27/00--01129--014
*****35.00 *****35.00

Enclosed please find an original Articles of Dissolution for the above-referenced corporation. Please file the original Articles of Dissolution. Our firm's check in the amount of \$35.00 is enclosed for the filing fee. Please provide us with a letter confirming that these Articles were filed. Thank you for your assistance in this matter and if you have any questions, please do not hesitate to contact us.

Very truly yours,

MOORE, HILL & WESTMORELAND, P.A.


Judy Pinette, CLA to
J. Lofton Westmoreland

/jap
Enclosures

FILED
00 NOV 27 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dissolution

T BROWN DEC - 1 2000

ARTICLES OF DISSOLUTION
OF
BAMA BOYS RESORTS, INC.

FILED
00 NOV 27 PM 3: 37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Dissolution of Bama Boys Resorts, Inc. are adopted this
1st day of November, 2000, for the purpose of dissolving said corporation.

1. The name of this corporation is Bama Boys Resorts, Inc.
2. The name and address of the officer of this corporation is as follows:

NAME

ADDRESS

C. Gaither Spradling

Post Office Box 118
Trussville, AL 35173

3. The name and address of the director of this corporation is as follows:

NAME

ADDRESS

C. Gaither Spradling

Post Office Box 118
Trussville, AL 35173

4. All debts, obligations, and liabilities of the corporation have been paid or discharged or adequate provision has been made to do so.

5. All remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

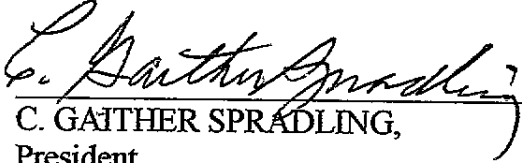
6. Adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the corporation by any court.

7. The Articles of Dissolution were adopted by the shareholders on this
1st day of November, 2000, as set forth in the Directors and Shareholders

Action by Written consent in Lieu of Meeting, attached hereto as Exhibit "A", hereby incorporated by reference.

8. The effective date of the dissolution shall be November 1, 2000.

IN WITNESS WHEREOF, the undersigned President of the aforesaid corporation has executed these Articles of Dissolution on this 1st day of November, 2000.

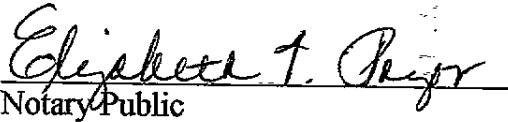

C. GAITHER SPRADLING,
President

ATTEST:


C. Gaither Spradling,
Secretary

STATE OF Alabama
COUNTY OF Jefferson

The foregoing instrument was acknowledged before me this 1st day of November, 2000, by C. Gaither Spradling, who is personally known to me or who has produced _____ as identification and who did take an oath.


Notary Public
My Commission Expires: 6/13/01

DIRECTORS' AND SHAREHOLDERS' ACTIONS
BY WRITTEN CONSENT IN LIEU OF MEETING

Pursuant to the authority contained in Section 607.0821 and Section 607.0704 of the Florida Statutes, the undersigned, being all of the Directors and Shareholders of Bama Boys Resorts, Inc., a Florida corporation, do hereby approve, adopt, take, and ratify the following actions by written consent, in lieu of meeting:

RESOLVED, that effective November 1, 2000, the corporation by and through its President and Secretary, file with the Florida Secretary of State, Articles of Dissolution to dissolve said corporation.

Dated this 1st day of November, 2000.


C. GAITHER SPRADLING,
Director and Shareholder