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ROWLETT W. BRYANT
CLIFFORD C. HIGBY
CECILIA REDDING BOYD

LYNN C. HIGBY
(1938-1992)

K71545

December 13, 2000

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

Re: Quad A Corporation

000003502930--5
-12/15/00--01102--002
*****35.00 *****35.00

Gentlemen:

Please find enclosed Articles of Dissolution of Quad A Corporation, together with our check in the sum of \$35.00 representing the filing fee for the Articles.

It is most important that the dissolution be effective prior to the end of this year and I would appreciate your processing this at your earliest convenience. If you have any question or comment, please call me collect at the number above so that the timeframe can be met.

Very truly yours,

Rowlett Bryant
(mlw)

Rowlett W. Bryant

RWB/mlw

FILED
00 DEC 15 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dissolution

T BROWN DEC 19 2000

ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 607.1403 OF THE
FLORIDA GENERAL CORPORATIONS ACT

FILED
00 DEC 15 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS of Section 607.1403 of the Florida General Corporations Act, the undersigned corporation, through its sole director, officer and shareholder, adopts the following Articles of Dissolution for the purpose of dissolving the corporation.

1. The name of the corporation is **QUAD A CORPORATION**.
2. The names and respective addresses of the officers of the corporation are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Thea A. Fredrickson	President, Secretary, Treasurer and Director	P. O. Box 27389 Panama City Beach, Fl 32411

3. The director of the corporation is as set forth in the preceding paragraph.

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

5. All remaining property and assets of the corporation have been distributed to the corporation's sole shareholder in accordance with her rights and interest therein.

6. There are no actions pending against the corporation in any court.

7. Thea A. Fredrickson is the only officer, director and shareholder of the corporation and her signature below indicates her consent as such to these Articles of Dissolution of the corporation.

DATED this 11th day of December, 2000.

QUAD A CORPORATION

By

Thea A. Fredrickson
Thea A. Fredrickson
Sole Shareholder, Officer
and Director President

STATE OF FLORIDA)

COUNTY OF BAY -)

THE FOREGOING INSTRUMENT was acknowledged before me this 11th day of December, 2000, by Thea A. Fredrickson, the President of Quad A Corporation, and Thea A. Fredrickson, individually, who is personally known to me, and who ~~did~~ (did not) take an oath.


NOTARY PUBLIC

Print Notary Name

Notary Commission No. _____

My Commission expires _____



Mary Lou Wilson

MY COMMISSION # CC738469 EXPIRES

May 7, 2002

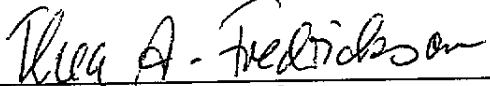
BONDED THRU TROY FAIR INSURANCE, INC.

MINUTES OF SPECIAL CALLED MEETING OF THE
OFFICERS, DIRECTORS AND SHAREHOLDERS OF
QUAD A CORPORATION

WAIVER

The Undersigned, being the sole shareholder, officer and director of Quad A Corporation, hereby consents to a special called meeting of the shareholders, officers and directors of the Corporation, to be held on December 11, 2000, at 2:00 P. prevailing time, at the Law Offices of Bryant and Higby, Chartered, 833 Harrison Avenue, Panama City, Florida, 32401. The purpose of the special meeting is to adopt a plan of complete liquidation of the Corporation and distribution of the corporate assets remaining after those retained to meet corporation claims, and for any other purpose which may lawfully come before the meeting.

DATED this 11th day of December, 2000.


Thea A. Fredrickson
Sole Shareholder, Officer
and Director

MINUTES

A special called meeting of the shareholders, officers and directors of Quad A Corporation was held at the Law Offices of Bryant and Higby, Chartered, 833 Harrison Avenue, Panama City, Florida, on December 11, 2000, at 2:00 P. M. Central Standard Time. Present at the meeting was Thea A. Fredrickson, the sole shareholder, officer and director of the Corporation, who presided over the meeting, and Rowlett Bryant, the attorney for the corporation, who was asked to serve as recording secretary.

Mrs. Fredrickson stated that the purpose of the special meeting was to dissolve the Corporation and adopt a complete plan of liquidation.

After corporate counsel's explanation of the tax laws under the 1986 Internal Revenue Code, and Section 331 thereof, and the corporate laws of Florida, Thea A. Fredrickson, being mindful of the fair market value of the assets and the general financial condition of the Corporation, approved and consented to the adoption of the following resolution:

BE IT RESOLVED that the following plan of liquidation pursuant to Section 331 of the Internal Revenue Code of 1986 be and it is hereby adopted:

1. Within thirty (30) days after the date of this meeting, the accountant for the Corporation shall file a Form 966 with the Director of Internal Revenue Service, attaching thereto a certified copy of this Resolution with the Affidavit of the shareholders, officers and directors of the corporation adopting a plan of complete dissolution pursuant to Section 331 of the Internal Revenue Code of 1986.

2. That the Corporation, through its appropriate officers, shall immediately proceed to liquidate the assets of the corporation and distribute such assets, except those retained to meet liabilities to the shareholders as a part of the plan of complete liquidation.

3. As soon as practical, counsel for the Corporation shall file Articles of Dissolution of the Corporation with the Secretary of State of the State of Florida, and the appropriate officers of the Corporation are hereby authorized to execute any and all documents necessary for such purposes.

4. That the officers and directors of the Corporation be and they are hereby empowered and authorized to proceed in accordance with the Resolution adopted by the shareholders, officers and directors, said officers and directors being hereby authorized to adopt any subsequent resolutions necessary to effectuate the intent of the plan of liquidation adopted.

PASSED, APPROVED AND ADOPTED this 11th day
of December, 2000.

QUAD A CORPORATION,

Thea A. Fredrickson
Thea A. Fredrickson
President

There being no further business to come before the
meeting, the same was adjourned.

Rowlett W. Bryant
Rowlett W. Bryant
Recording Secretary

Approved by:

Thea A. Fredrickson
Thea A. Fredrickson
President, Secretary and Treasurer
and Sole Shareholder and Director
of Quad A Corporation