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December 5, 1997

L65299

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Dissolution of Brooks Consulting Service

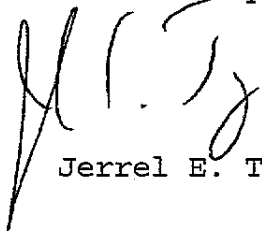
Dear Sir or Madam:

Enclosed please find the above-referenced document,
along with our check in the amount of \$35.00 for your fee.

Please return the recorded Articles of Dissolution to
us.

Thank you for your assistance in this matter.

Yours truly,



Jerrel E. Towery

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-12/15/97-01082--003
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JET/rks

Enclosures

OK
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

FLORIDA
ARTICLES OF DISSOLUTION
OF
BROOKS CONSULTING SERVICE, INC.

Pursuant to Section 607.1402(6) of the Florida Statutes, the undersigned Corporation adopts these Articles of Dissolution.

FIRST: The name of the Corporation is **BROOKS CONSULTING SERVICE, INC.**

SECOND: The names and respective addresses of its officers are as follows:

President: **JACK S. BROOKS**

Vice President: **JACK S. BROOKS**

Secretary: **JACK S. BROOKS**

Treasurer: **JACK S. BROOKS**

Address of **JACK S. BROOKS**: 1831 Bayshore Dr.

Englewood, FL 34223

THIRD: The names and respective address of directors are as follows:

JACK S. BROOKS, 1831 Bayshore Dr., Englewood, FL 34223

JOHN THOMAS BROOKS,

FOURTH: All liabilities and obligations of Corporation have been paid or discharged.

FIFTH: All remaining assets have been distributed to the Shareholders according to their respective rights and interests.

SIXTH: There are no actions pending against the corporation.

SEVENTH: Written consent to the dissolution of the Corporation has been signed by all Shareholders of the Corporation. A copy of said consent is attached hereto.

EIGHTH: The effective date of the dissolution of the Corporation is April 1, 1997.

SECRETARY / DEPUTY SECRETARY
PALAHASSEE, FLORIDA

97 DEC 15 PM 1:23

APPROVED
AND
FILED

WITNESS

WITNESS

JACK S. BROOKS

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me
this 4th day of November, 1997, by JACK S.
BROOKS, as President, Director and Shareholder of the
Corporation. He is personally known to me, or has produced
N/A as identification and did take an oath.

Signature of Acknowledger

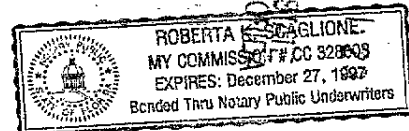
ROBERTA K. SCAGLIONE

Printed Name of Acknowledger

Notary Public

Title or Rank

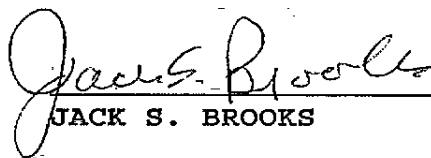
Date Commission Expires:



SHAREHOLDERS CONSENT TO DISSOLUTION OF CORPORATION

The undersigned Shareholders, constituting all of the Shareholders of all of the outstanding shares of stock in BROOKS CONSULTING SERVICE, INC., hereby consent and agree to the dissolution of BROOKS CONSULTING SERVICE, INC. The Shareholders further consent and agree to the preparation and filing of Articles of Dissolution to be filed with the Secretary of State for the State of Florida, in order to accomplish said Dissolution of Corporation.

Dated this 4th day of November, 1997.


JACK S. BROOKS