

N37218

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2999 NE 191<sup>st</sup> Street  
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E-mail: [juniusb@katzlaw.com](mailto:juniusb@katzlaw.com)

January 31, 2000

Via Hand Delivery

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Merger of ODYSSEY Science Center, Inc. ("ODYSSEY") and MUSEUM OF ART/TALLAHASSEE, INC. ("Museum of Art")

Dear Division of Corporations:

Enclosed please find Articles of Merger ("Articles") for the merging of Museum of Art into ODYSSEY. Also enclosed as attachments to the Articles are a Plan of Merger, Amended and Restated Articles of Incorporation of the surviving corporation, and consolidated balance sheet as of December 31, 1999. The companies also have enclosed a check in the amount of \$86.75 to satisfy the filing fee for the merging of two domestic corporations and a certified copy of Articles containing 16 pages. Our messenger will pick up the certified copy of the Articles tomorrow afternoon.

As the Articles and Plan of Merger indicate, the filing of these documents with your Department will merge the two corporations, with ODYSSEY being the surviving corporation and continuing its corporate existence under the name ODYSSEY Science Center/MUSEUM OF ART/TALLAHASSEE, INC.

Please feel free to call me at 224-9634 if you have any questions regarding this information.

Sincerely,



Junious D. Brown III

Merger + NC

Enclosures

cc: Rena Minar

C. COULLETTE FEB 0 1 2000

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MUSEUM OF ART/TALLAHASSEE, INC., a Florida corporation, N45355

INTO

ODYSSEY SCIENCE CENTER, INC. which changed its name to

**ODYSSEY SCIENCE CENTER/MUSEUM OF ART/TALLAHASSEE, INC.**, a  
Florida entity, N37218

File date: January 31, 2000

Corporate Specialist: Cheryl Coulliette

## ARTICLES OF MERGER

Pursuant to the provisions of Section 617.1105, Florida Statutes, ODYSSEY Science Center, Inc. ("ODYSSEY") and MUSEUM OF ART/TALLAHASSEE, INC. ("Museum of Art"), both Florida nonprofit corporations, hereby adopt the following Articles of Merger for the purpose of merging the two nonprofit corporations into one nonprofit corporation.

### ARTICLE I MERGING CORPORATIONS

The parties to this merger are as follows:

- 1.1. ODYSSEY Science Center, Inc is a nonprofit corporation organized under the laws of Florida pursuant to Chapter 617, Florida Statutes. ODYSSEY filed its original Articles of Organization with the Florida Department of State on or about March 22, 1990, under the name Capital Region Science Center, Inc. ODYSSEY's amended Articles of Incorporation were subsequently filed with the Florida Department of State on or about November 3, 1994.
- 1.2. MUSEUM OF ART/TALLAHASSEE, INC. is a nonprofit corporation organized under the laws of Florida pursuant to Chapter 617, Florida Statutes. Museum of Art filed Articles of Incorporation with the Florida Department of State on or about September 27, 1991. Museum of Art's amended Articles of Incorporation were subsequently filed with the Florida Department of State on or about July 14, 1992.

### ARTICLE II SURVIVING CORPORATION

Museum of Art shall be merged into ODYSSEY, which shall be the surviving corporation (hereinafter referred to as "Surviving Corporation"). The Surviving Corporation shall continue its corporate existence under the name "ODYSSEY Science Center/MUSEUM OF ART/TALLAHASSEE, INC.", and shall continue to operate as a Florida not for profit corporation governed by the provisions of Chapter 617 of the Florida Statutes.

### ARTICLE III PLAN OF MERGER

The members of ODYSSEY and Museum of Art are not entitled to vote on the Plan of Merger. Accordingly, the Plan of Merger attached to these Articles of Merger as Exhibit "A", was adopted and approved by each of the merging corporations, in accordance with Section 617.1103, Florida Statutes, as follows:

- 3.1. The Board of Directors of ODYSSEY, consisting of nineteen (19) directors in office, held a meeting on January 10, 2000, at which a quorum was present. At that meeting, the board adopted the Plan of Merger by the following vote: ten (10)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

of the members present at such meeting and entitled to vote for the plan voted FOR the plan and zero (0) members present at such meeting and entitled to vote for the plan voted AGAINST the plan.

- 3.2. The Board of Directors of Museum of Art, consisting of eighteen (18) directors, held a meeting on January 10, 2000, at which a quorum was present. At that meeting, the board adopted the Plan of Merger by the following vote: eleven (11) of the members present at such meeting and entitled to vote for the plan voted FOR the plan and zero (0) members present at such meeting and entitled to vote for the plan voted AGAINST the plan.

ARTICLE IV  
EFFECTIVE DATE

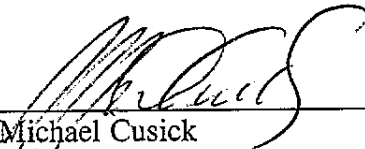
The merger shall be effective upon the filing of these Articles of Merger with the Florida Department of State.

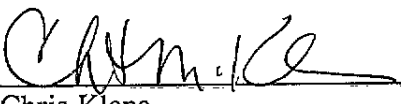
ARTICLE V  
EFFECT OF MERGER

The provisions of Chapter 617, together with the Plan of Merger attached hereto as Exhibit "A", set forth the effect of this merger and the ownership of property of the merging corporations.

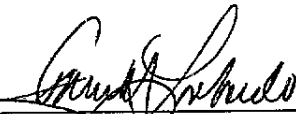
IN WITNESS WHEREOF ODYSSEY Science Center, Inc. and MUSEUM OF ART/TALLAHASSEE, Inc. have each caused these Articles of Merger to be executed by their President and Secretary, and verified by one of said officers, on this 28<sup>th</sup> day of January, 2000.

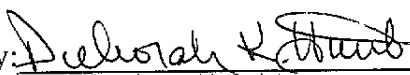
ODYSSEY Science Center, Inc.

By:   
Michael Cusick  
President

By:   
Chris Klana  
Secretary

MUSEUM OF ART/TALLAHASSEE, Inc.

By:   
Anthony Lombardo  
President

By:   
Deborah Hunt  
Secretary

STATE OF FLORIDA )  
COUNTY OF LEON )

BEFORE ME personally appeared Michael Cusick, as President of ODYSSEY Science Center, Inc., and Anthony Lombardo, as President of MUSEUM OF ART/TALLAHASSEE, Inc., to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 28<sup>TH</sup> day of January, 2000, in the aforesaid County and State.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

**CHRISTOPHER D PANTALEON**  
Notary Public, State of Florida  
My comm. exp. July 29, 2003  
Comm. No. CC859269

**EXHIBIT "A"**

**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into on this 28<sup>th</sup> day of January, 2000, by and between ODYSSEY Science Center, Inc., a Florida nonprofit corporation, having its principal office at 350 South Duval Street, Tallahassee, Florida 32301 ("ODYSSEY") and MUSEUM OF ART/TALLAHASSEE, INC., a Florida nonprofit corporation, having its principal office at 350 South Duval Street, Tallahassee, Florida 32301 ("Museum of Art").

WHEREAS, the respective Boards of Directors of the corporations deem it advisable and in the best interests of the corporations that Museum of Art be merged with and into ODYSSEY, as authorized by the statutes of the State of Florida, under and pursuant to the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger, the mode of carrying the same into effect, and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree, subject to the approval of adoption of this Plan by the requisite vote of the Directors of each Merging Corporation, and subject to the conditions hereinafter set forth, as follows:

**ARTICLE I  
MERGING CORPORATIONS**

- 1.1. ODYSSEY is a nonprofit corporation organized under the laws of Florida pursuant to Chapter 617, Florida Statutes, having filed its original Articles of Organization with the Florida Department of State on or about March 22, 1990, under the name Capital Region Science Center, Inc. ODYSSEY's amended Articles of Incorporation were subsequently filed with the Florida Department of State on or about November 3, 1994. The complete name and business address of ODYSSEY are as follows:

ODYSSEY Science Center, Inc.  
350 South Duval Street  
Tallahassee, FL 32301

- 1.2. Museum of Art is a nonprofit corporation organized under the laws of Florida pursuant to Chapter 617, Florida Statutes, having filed Articles of Incorporation with the Florida Department of State on or about September 27, 1991. Museum of Art's amended Articles of Incorporation were subsequently filed with the Florida Department of State on or about July 14, 1992. The complete name and business address of Museum of Art are as follows:

MUSEUM OF ART/TALLAHASSEE, INC.  
350 South Duval Street  
Tallahassee, FL 32301

ARTICLE II  
MERGER AND NAME OF SURVIVING CORPORATION

Upon the Effective Date, as defined in Article VIII, the Museum of Art shall be merged with and into ODYSSEY, and the separate corporate existence of Museum of Art shall cease (hereinafter referred to as the "Merger"). ODYSSEY shall continue its corporate existence under the name "ODYSSEY Science Center/MUSEUM OF ART/TALLAHASSEE, INC." (hereinafter referred to as the "Surviving Corporation"), and shall be governed by the laws of the State of Florida.

ARTICLE III  
TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

3.1. At the Effective Date:

3.1.1. The Surviving Corporation shall thereupon and thereafter possess and enjoy all the rights, privileges, powers and franchises of a public and private nature, and be subject to all the restrictions, disabilities and duties of Museum of Art; and all rights, privileges, powers and franchises of Museum of Art, and all property, real, personal and mixed, and all debts due to Museum of Art shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Museum of Art, and the title to any real estate vested by deed or otherwise in Museum of Art shall attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties have been incurred or contracted by it. Any action or proceeding whether civil, criminal or administrative, pending by or against Museum of Art shall be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding. Neither the rights of creditors of nor any liens upon the property of Museum of Art shall be impaired by the Merger.

3.1.2. All corporate acts, plans, policies, contracts, approvals and authorizations of Museum of Art and its board of directors, committees elected or appointed by the board of directors, officers and agents, which were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the

acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to Museum of Art.

- 3.1.3. The assets, liabilities, reserves and accounts of any nature of Museum of Art shall, without further action, be vested in the Surviving Corporation. Such assets, liabilities, reserves and accounts shall be recorded on the books of the Surviving Corporation at the amounts at which they shall then be carried on the books of Museum of Art, subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the Merger. The assets and liabilities of ODYSSEY and Museum of Art, as reflected on its balance sheet as of December 31, 1999, are attached to this Plan of Merger as Exhibit "C".

#### ARTICLE IV ARTICLES OF INCORPORATION AND BYLAWS

- 4.1. The amended and restated articles of incorporation of ODYSSEY, attached as Exhibit "B", shall be the articles of incorporation of the Surviving Corporation.
- 4.2. The Bylaws of ODYSSEY as in effect immediately prior to the Effective Date shall, upon the merger becoming effective, be and constitute the bylaws of the Surviving Corporation, until amended in the manner provided in such bylaws.

#### ARTICLE V DIRECTORS AND OFFICERS

The terms of the Directors and Officers of each Merging Corporation in effect immediately prior to the Effective Date shall cease upon the Merger. The initial Board of Directors and officers of the Surviving Corporation shall be appointed by a Joint Nominating Committee. The membership of such Committee shall consist of persons appointed by the President of ODYSSEY and that of Museum of Art. The Joint Nominating Committee shall recommend to the Board of Directors of each merging corporation persons for election as Directors and Officers of the Surviving Corporation. The initial Board of Directors shall consist of not fewer than seven (7) nor greater than twenty-five (25) members at any one time. The number of Directors may be fixed, increased, or decreased by the affirmative vote of a majority of the Board of Directors present at any regular Board meeting or at any special meeting called for that purpose, but shall in no event be fewer than seven (7). The initial Directors of the Surviving Corporation shall be elected for staggered terms. As such, the initial Directors shall be divided into three classes of approximately equal size. Such Directors shall hold office for a term of three (3) years, and shall respectively be designated by three classes, "Class A," "Class B," and "Class C". In order to maintain the continuity of directorships during the transition after the Merger, the first Class A Directors shall hold office for a term of one (1) year from January 11, 2000, and thereafter, the Class A Directors shall hold office for the



customary three (3) year term above established. The first Class B Directors shall hold office for a term of two (2) years from January 11, 2000, and thereafter the Class B Directors shall hold office for the customary three (3) year term above established. Finally, the first Class C Directors shall hold office for three (3) years from January 11, 2000, and thereafter the Class C Directors shall hold office for the customary three (3) year term above established. Notwithstanding anything above stated to the contrary, each person who is or shall hereafter become a Director of the Surviving Corporation shall hold office until his or her successor to such class of directorship shall have been duly elected and qualified.

#### ARTICLE VI MEETING OF THE BOARD OF DIRECTORS

The first meeting of the Board of Directors of the Surviving Corporation to be held after the date when the Merger shall become effective may be called or may convene in the manner provided in the ByLaws of the Surviving Corporation and may be held at the time and place specified in the notice of the meeting.

#### ARTICLE VII MEMBERS

The members of ODYSSEY and Museum of Art immediately prior to the Merger shall all be members of the Surviving Corporation immediately following the Merger, and shall, without further action, possess all rights and obligations granted to members of the Surviving Corporation by its charter and bylaws.

#### ARTICLE VIII EFFECTIVE DATE

The Merger shall be effective upon the filing of the Articles of Merger with the Florida Department of State.

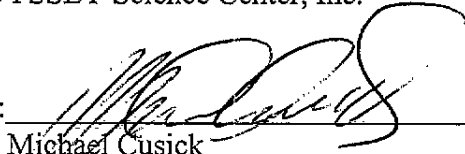
#### ARTICLE IV ABANDONMENT


Notwithstanding anything to the contrary herein contained, this Plan of Merger may be terminated and abandoned by the Board of Directors of ODYSSEY or the Board of Directors of Museum of Art at any time prior to the filing of the Articles of Merger with the Florida Department of State.


IN WITNESS WHEREOF, this Plan of Merger has been executed by the undersigned officers on this 28<sup>th</sup> day of January, 2000.

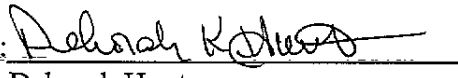
ODYSSEY Science Center, Inc.

MUSEUM OF ART/TALLAHASSEE, Inc.

By:   
Michael Cusick  
President

By:   
Anthony Lombardo  
President

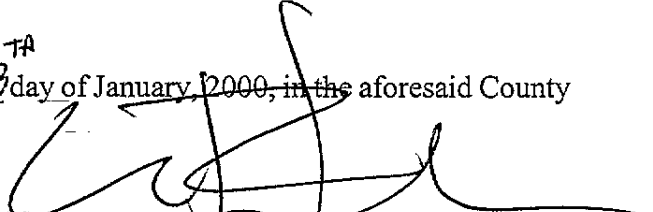
By:   
Chris Klena  
Secretary

By:   
Deborah Hunt  
Secretary

STATE OF FLORIDA )  
COUNTY OF LEON )

BEFORE ME personally appeared Michael Cusick, as President of ODYSSEY Science Center, Inc., and Anthony Lombardo, as President of MUSEUM OF ART/TALLAHASSEE, Inc., to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 28<sup>th</sup> day of January, 2000, in the aforesaid County and State.

  
NOTARY PUBLIC

My Commission Expires:

**CHRISTOPHER D PANTALEON**  
Notary Public, State of Florida  
My comm. exp. July 29, 2003  
Comm. No. CC859269

**EXHIBIT "B"**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**ODYSSEY SCIENCE CENTER/MUSEUM OF ART/TALLAHASSEE, INC.**

**ARTICLE I**

1. The name of the Corporation shall be ODYSSEY Science Center/MUSEUM OF ART/TALLAHASSEE, INC.
2. The address of the Corporation shall be 350 South Duval Street, Tallahassee, Florida 32301.

**ARTICLE II**

The Corporation shall exist perpetually.

**ARTICLE III**

The overall purpose of this Corporation shall be to serve as a center for a broad range of artistic and scientific activities that attract, inspire, educate and entertain a wide audience of all ages and cultural backgrounds. The Corporation may enter into contracts, own property, and engage in all other lawful activities determined by its Board of Directors necessary to accomplish its purpose and goals.

The Corporation shall exist solely for the purposes of raising funds, and establishing and providing support to an interactive science and technology center, and an art museum, in Leon County, Florida. The Corporation shall have no right to engage in any business not necessarily incident to providing such support, fund-raising, and rendering such service. No part of the net earnings of the Corporation shall inure to the benefit of any private individual. The Corporation shall have no capital and no shareholders and as such, no part of the net earnings of the

Corporation shall inure to the benefit of any private shareholder. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law).

The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law), by reason of attempting to influence legislation. The Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

- (i) By a corporation exempt from federal income taxation under Section 501(c)(e) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law); or
- (ii) By a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or

the corresponding provision of any future United States Internal Revenue law).

It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), and to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law), and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law). All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

#### ARTICLE IV

The Corporation shall have one (1) or more classes of members, with the number of classes, the designation of such class or classes and the qualifications and rights of the members of each class as set forth in the Bylaws of the Corporation.

#### ARTICLE V

1. The affairs of the Corporation shall be managed by the Board of Directors which shall exercise all of the powers of the Corporation. The Board of Directors shall consist of not fewer than seven (7) nor greater than twenty-five (25) members at any one time. The number of Directors may be fixed, increased, or decreased in the manner provided in the Bylaws, but shall in no event be fewer than seven (7).
2. The officers of the Corporation shall be a President, a Vice-President, and a

Secretary. The officers of the Corporation shall serve until such time as their successors are chosen in the manner provided in the Bylaws.

#### ARTICLE VI

The Corporation is organized under a non-stock basis.

#### ARTICLE VII

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), or to the Federal, State, or Local Government for exclusive public purpose.

#### ARTICLE VIII

The name and address of the incorporator is:

Junious D. Brown III, Esquire

Katz, Kutter, Haigler, Alderman,  
Bryant & Yon, P.A.  
106 East College Avenue, Suite 1200  
Tallahassee, FL 32301

#### ARTICLE IX

No director of the Corporation shall be liable for monetary damages to the Corporation or any other person from any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

- (a) The director breached or failed to perform his duties as a director; and
- (b) The director's breach of, or failure to perform those duties constitutes:

1. A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
2. A transaction from which the director derived an improper personal benefit, either directly or indirectly;
3. A circumstance under which the liability provisions of Section 607.144, Florida Statutes, are applicable;
4. In a proceeding by or in the right of the Corporation to procure a judgment in its favor, conscious disregard for the best interest of the corporation, or willful misconduct; or
5. In a proceeding by or in the right of someone other than the Corporation, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

#### ARTICLE X

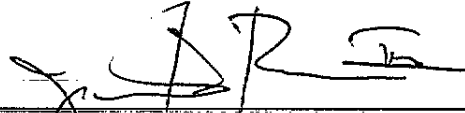
The undersigned remains the appointed Registered Agent of ODYSSEY Science Center/MUSEUM OF ART/TALLAHASSEE, INC.

---

Robert A. Weiss  
118 N. Gadsden Street  
Tallahassee, FL 32301  
(850) 681-0191

IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation on this 13<sup>th</sup> day of January, 2000.

Signature of Incorporator

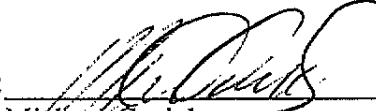
A handwritten signature in black ink, appearing to read 'Junious D. Brown III', written over a horizontal line.

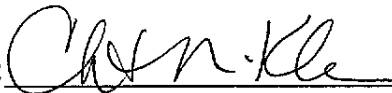
Junious D. Brown III



IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of ODYSSEY Science Center/MUSEUM OF ART/TALLAHASSEE, Inc. have been sworn to me by the undersigned officers on this 28<sup>th</sup> day of January, 2000.

ODYSSEY Science Center/MUSEUM OF ART/TALLAHASSEE, INC.

By:   
Michael Cusick  
President

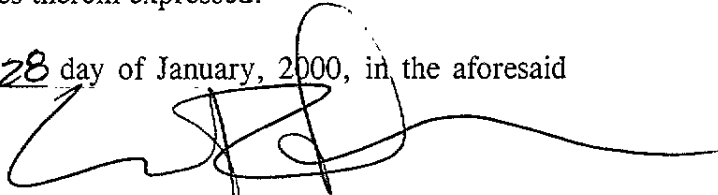
By:   
Chris Klena  
Secretary

STATE OF FLORIDA )  
COUNTY OF LEON )

BEFORE ME personally appeared Michael Cusick, as President of ODYSSEY Science Center/MUSEUM OF ART/TALLAHASSEE, Inc., to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 28 day of January, 2000, in the aforesaid County and State.

**CHRISTOPHER D PANTALEON**  
Notary Public, State of Florida  
My comm. exp. July 29, 2003  
Comm. No. CC859269  
My Commission Expires:

  
NOTARY PUBLIC

**FY99/00 CCC/MOA/OSC  
BALANCE SHEET  
AS OF DECEMBER 31, 1999**

**EXHIBIT "C"**

**CURRENT ASSETS**

CASH	254,972
LESS: CITY OF WONDERS CASH	-93,427
SAVINGS	0
CASH DRAWERS	<u>1,281</u>
<b>TOTAL CHECKINGS/SAVINGS</b>	<u>162,826</u>
<b>ACCOUNT RECEIVABLE</b>	<u>11,987</u>

**OTHER ASSETS**

STORE INVENTORY	33,949
SECURITY DEP	<u>1,583</u>
<b>TOTAL OTHER ASSETS</b>	<u>35,533</u>

**FIXED ASSETS**

OFFICE EQUIPMENT	13,924
FURNITURE/FIXTURE	29,199
COMPUTERS	114,695
LEASEHOLD IMPROVE	712,418
EXHIBITS	26,211
PROGRAM EQUIP	3,619
DEPRECIATION	<u>-47,122</u>
<b>TOTAL FIXED ASSETS</b>	<u>852,944</u>
<b>TOTAL ASSETS</b>	<u>1,063,290</u>

**LIABILITIES**

ACCOUNT PAYABLES	1,536
AMSOUTH LOAN	14,487
NATIONS LOAN	<u>236,926</u>
<b>TOTAL LIABILITIES</b>	<u>252,948</u>
<b>EQUITY</b>	<u>810,342</u>
<b>TOTAL LIABILITY &amp; EQUITY</b>	<u>1,063,290</u>

PREPARED: 01/08/00