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PCV Technologies
8029 HWY 1087
DeFuniak Springs, FL 32433

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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TALAHASSEE, FL 32301

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STATE OF FLORIDA
COUNTY OF WALTON

DECEMBER 19, 2003

ARTICLES OF DISSOLUTION

OF

PCV TECHNOLOGIES, INC.

ARTICLE I

The name of this Corporation is PCV TECHNOLOGIES, INC. which was incorporated on July 13, 2000, by the State of Florida.

ARTICLE II

The name, title and Post Office address of each of the officers of this Corporation are as follows:

PRESIDENT/DIRECTOR: RICHARD E. SOHN

8029 HIGHWAY 1087

DeFUNIAK SPRINGS, FL 32433

ARTICLE III

The name and Post Office address of each of the Directors of this Corporation are:

(See Article II above).

ARTICLE IV

All debts, obligations and liabilities of this Corporation have been paid or discharged.

ARTICLE V

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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All of the remaining property, cash and assets of the Corporation have been distributed among the Shareholders according to their respective rights and interests.

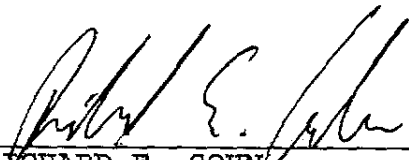
ARTICLE VI

There are no actions pending against this Corporation.

ARTICLE VII

The Corporation has elected to dissolve on unanimous written consent of the Shareholders and Directors. A copy of that consent is incorporated and attached as Exhibit "A".

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on December 20, 2003 in Walton County Florida, by:



RICHARD E. SOHN
DIRECTOR/PRESIDENT

STATE OF FLORIDA

DECEMBER 19, 2003

COUNTY OF WALTON

MINUTES OF THE SPECIAL MEETING
OF THE DIRECTORS & SHAREHOLDERS
OF PCV TECHNOLOGIES, INC.

A SPECIAL MEETING of the Directors and Shareholders of PCV TECHNOLOGIES INC., a Florida Corporation was held at the Corporation Offices, 8029 Highway 1087, DeFuniak Springs, Florida on December 19, 2003, pursuant to a Waiver of Notice attached hereto. The following Directors were present:

RICHARD E. SOHN

being all the directors of the Corporation. Richard E. Sohn acted as Chairman and Secretary of the Meeting. The Chairman declared that all of the Directors and Shareholders were present and that all had executed the Waiver of Notice of the Meeting. The Chairman then announced the purpose of the Meeting was to consider the dissolution of the Corporation and adopt the plan of liquidation of the assets of the Corporation.

The following resolution was unanimously adopted:

WHEREAS, the Shareholders and Directors of the Corporation have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved;

IT IS THEREFORE RESOLVED that the assets of the Corporation shall be assembled and marshalled;

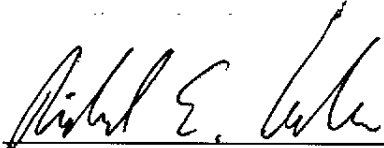
1. Provisions shall be made to pay all creditors of the Corporation and the remaining assets shall be apportioned among the Shareholders according to their respective interests. All

liabilities and obligations of the Corporation will be paid or discharged or adequate provisions made therefore.

2. The Officers of the Corporation are authorized to do any and all things necessary and convenient to carry this resolution into effect.

THERE BEING NO FURTHER BUSINESS to come before the Meeting, it was upon motion duly made, seconded and unanimously carried, adjourned.

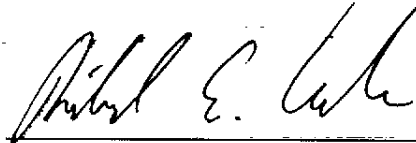
DATED: December 19, 2003



RICHARD E. SOHN, Chairman
Secretary/Treasurer

RATIFICATION OF THE MINUTES OF
SPECIAL MEETING OF THE DIRECTORS
AND SHAREHOLDERS OF
PCV TECHNOLOGIES, INC.

WE, the undersigned Shareholders and Directors of PCV TECHNOLOGIES, INC, have read these Minutes and hereby approve, ratify and confirm all business transacted as reported herein and in signification of our approval, ratification and confirmation, and of our consent to any and all acts done at the meeting, do hereby sign our name.



RICHARD E. SOHN, Director/
Sole Shareholder

STATE OF FLORIDA

DECEMBER 19, 2003

COUNTY OF WALTON

WAIVER OF NOTICE OF
SPECIAL MEETING OF THE
DIRECTORS AND SHAREHOLDERS OF
PCV TECHNOLOGIES, INC.

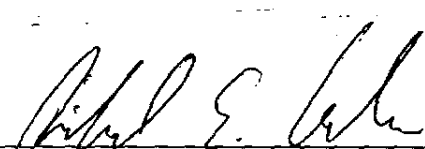
WE, the undersigned Directors and Shareholders hereby agree and consent that the Special Meeting of the Directors and Shareholders of the Corporation be held on the date and at the time and place stated below for the purpose of considering the dissolution of the Corporation, and adopting a plan of liquidation of the assets of the Corporation and do hereby waive all notice of the meeting and any adjournment thereof.

DATE OF MEETING: December 19, 2003

TIME OF MEETING: 1:00 P.M.

PLACE OF MEETING: 8029 Highway 1087
DeFuniak Springs, Florida 32433

DATED: December 19, 2003



RICHARD E. SOHN Director/
Sole Shareholder