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VIA REGULAR MAIL

March 7, 2001

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

FILED STATE
SECRETARY OF CORPORATIONS
01 MAR 12 PM 12:47

RE: Filing Articles of Dissolution-Burrill & List Design, Inc.


To Whom it May Concern,

Please file the enclosed Articles of Dissolution for Burrill & List Design, Inc. I have enclosed a check for \$35.00 to cover the filing fees.

Please send the filed Articles of Dissolution back to my office upon completion.

Please do not hesitate to contact our office should you have questions or concerns.

Thank you,


John P. Martin
JPM/mrk
Enclosure

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V. SHEPARD MAR 15 2001


ARTICLES OF DISSOLUTION
OF
BURRILL & LIST DESIGNS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR 12 PM 12:47

The name of this corporation is BURRILL & LIST DESIGNS, INC. (the "Corporation"). It was organized under the laws of the State of Florida on August 2, 2000.

The Corporation has elected to dissolve pursuant to a special meeting of its shareholders. A true copy of the minutes of the special meeting of the shareholders, the waiver of notice, and ratification of the minutes are attached and incorporated by reference as Exhibit A.

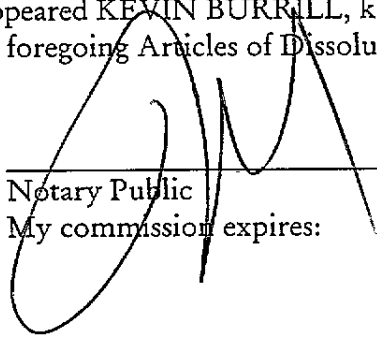
IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on January 1, 2001, in Pinellas County, Florida.

By: 

KEVIN BURRILL, AS ITS PRESIDENT

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared KEVIN BURRILL, known to me and known to me to be the person who executed the foregoing Articles of Dissolution.



Notary Public
My commission expires:

MINUTES OF THE SPECIAL MEETING
OF THE SHAREHOLDERS OF
BURRILL & LIST DESIGNS, INC.

A special meeting of the shareholders of BURRILL & LIST DESIGNS, INC., (the "Corporation"), a Florida corporation, was held in Pinellas County, Florida on January 1, 2001, at 9:00 o'clock a.m. pursuant to the waiver of notice attached.

The following shareholders were present, in person or by proxy:

Shareholder	Shares	In Person	By Proxy
KEVIN BURRILL	50	x	
BRYAN K. LIST	50	x	

Kevin Burrill acted as president and Bryan K. List acted as secretary of the meeting.

The president declared that all shareholders of record received notice of the special meeting and its purpose, all of the shareholders were present in person, and that all had executed a waiver of notice of the meeting. The president then announced the purpose of the meeting was to consider the dissolution of the Corporation and to adopt a plan of liquidation of the assets of the Corporation.

A discussion ensued and the following resolutions were unanimously adopted by the Board of Directors and shareholders of the Corporation:

WHEREAS, the shareholders, upon recommendation of the directors of the Corporation, have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

WHEREAS, the shareholders must and do hereby adopt a plan of liquidation and dissolution of the Corporation;

RESOLVED, that the following plan of liquidation is adopted to assemble and marshall the assets of the Corporation, pay or make adequate provisions for the debts of the


Corporation, and apportion the remaining assets among the shareholders according to their respective interests:

1. The Corporation shall be liquidated pursuant to § 331, 334 and 336 of the Internal Revenue Code and § 607.1402 of the Florida Statutes.
2. The Corporation will distribute all of its property and assets no later than March 31, 2001.
3. All liabilities and obligations of the Corporation will be paid or discharged, or adequate provision will be made for them.
4. The officers of the Corporation are authorized to sell or otherwise liquidate all the properties and assets of the Corporation that they deem necessary or advantageous to facilitate the liquidation of the Corporation.
5. The officers of the Corporation are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including, but not limited to, the following:
 - a. executing any and all instruments of conveyance;
 - b. paying all taxes and fees;
 - c. executing all documents required by law to be filed;
 - d. retainig professional advisors; and
 - e. doing all other things necessary or convenient to effect the dissolution of the Corporation.
6. After the provision for, or the payment of, the known debts and liabilities of the Corporation, the officers are authorized and directed to distribut the remaining cash or other assets of the Corporation to the shareholders of record according to the respective rights and interest in exchange for their shares in the Corporation.

There being no further business to come before the meeting, it was, upon motion duly made, seconded, and unanimously carried, adjourned.



President



Secretary