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TALLAHASSEE, FL

8-6

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July 30, 2004

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

RE: **DIRECT APPLIANCE SERVICE, INC.**

Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Dissolution for the above referenced Florida corporation, along with our check in the amount of \$43.75 for payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	\$ 8.75

Please file the enclosed Articles of Dissolution and return a certified copy to me. Thank you for your assistance in this matter.

Sincerely,

AMARI & THERIAC, P.A.



David M. Presnick, Esquire

Enclosures

**ARTICLES OF DISSOLUTION
OF
DIRECT APPLIANCE SERVICE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1403, *Florida Statutes*, **DIRECT APPLIANCE SERVICE, INC.**, a Florida corporation (the "Corporation"), adopts the following Articles of Dissolution for the purpose of dissolving the Corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is **DIRECT APPLIANCE SERVICE, INC.**

ARTICLE II

The Corporation was authorized for dissolution effective June 30, 2004, in accordance with Section 607.0704, *Florida Statutes*.

ARTICLE III

Of the one (1) shareholder entitled to vote upon the dissolution of the Corporation, this one (1) shareholder consented and authorized the dissolution and liquidation of the Corporation by written consent in accordance with Section 607.0704, *Florida Statutes* on June 30, 2004 with the liquidation to be effective June 30, 2004.

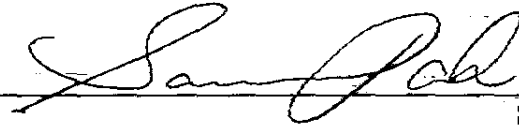
ARTICLE IV

Upon acceptance of the filing of these Articles of Dissolution by the Secretary of State the Corporation shall be effectively dissolved on the later of the filing of these Articles or June 30, 2004.

DIRECT APPLIANCE SERVICE, INC.,
a Florida corporation

SEI H. PAK, President

ATTEST:

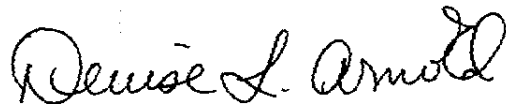


SEI H. PAK, Secretary

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Dissolution were acknowledged before me this 30th day of June, 2004, by **SEI H. PAK** and ~~SEI H. PAK~~, President and ~~Secretary~~, respectively, of Direct Appliance Service, Inc., who ~~are personally known to me or~~ has produced _____ as identification.

Notary Public



DENISE L. ARNOLD
Notary Public, State of Florida
My comm. exp. Nov. 18, 2006
Comm. No. DD 186061

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
OF
DIRECT APPLIANCE SERVICE, INC.**

This Plan of Complete Liquidation and Dissolution, hereinafter called ("Plan"), is for the purpose of effecting the complete liquidation and dissolution of **DIRECT APPLIANCE SERVICE, INC.**, a Florida corporation ("Corporation"), through the distribution of the assets of the Corporation (or proceeds of sale) to the sole shareholder of the Corporation namely, **SEI H. PAK** (the "Shareholder") as to all the stock ownership of the Corporation in complete liquidation.

(1) This Plan shall be considered adopted by the Corporation when it has been approved by the sole Shareholder who possesses all of the voting power of the outstanding common stock of the Corporation.

(2) After the Plan has been adopted and approved by the Shareholder possessing all of the voting power of the outstanding common stock of the Corporation, the President of the Corporation is authorized to sell or otherwise liquidate any and all of the properties of the Corporation which in his judgment should be sold or liquidated to facilitate the liquidation of the Corporation.

(3) Within thirty (30) days after the adoption of this Plan, the corporate officers shall file United States Internal Revenue Service Form 966 with the Internal Revenue Service Center, Atlanta, Georgia.

(4) After the Plan has been adopted and approved, any assets so selected by the Board have been sold, and the debts of the Corporation have been provided for, the remaining assets of the Corporation shall be distributed to the Shareholder in accordance with his respective stock ownership of the Corporation, the Corporation's holdings in complete satisfaction of the

Shareholder's stock in the Corporation. Such distribution shall be accomplished in the manner and on the terms which are best suited to the needs of the Corporation and the Shareholder and within a reasonable time after the Shareholder's approval of this Plan.

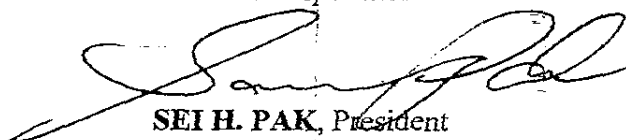
(5) As soon as practicable after the distribution of all of the assets of the Corporation to the Shareholder in complete liquidation, the officers shall file Articles of Dissolution of the Corporation with the Secretary of State of Florida, pursuant to the applicable provisions of the Florida Business Corporation Act.

(6) The officers and directors of the Corporation are authorized, empowered, and directed to adopt any subsequent resolutions to effectuate the intent of the Corporation and the Corporation's Shareholder to liquidate the Corporation in accordance with the Plan and to execute and file on behalf of the Corporation all documents that they may deem necessary or advisable to carry out the purposes and intentions of this Plan, including, but not being limited to, Articles of Dissolution under the laws of the State of Florida, and income tax and information returns with the United States Internal Revenue Service and the State of Florida.

(7) It is intended that this Plan of Complete Liquidation and Dissolution of Equipment Fabricators, Inc. shall be a plan of complete liquidation within the meaning of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, the President and Secretary of the Corporation have executed this Plan of Complete Liquidation and Dissolution of Direct Appliance Service, Inc. as of the 30TH day of June, 2004.

DIRECT APPLIANCE SERVICE, INC.,
a Florida corporation


SEI H. PAK, President

**WRITTEN ACTION OF BOARD OF DIRECTORS AND SHAREHOLDERS
OF
DIRECT APPLIANCE SERVICE, INC.**

The undersigned, being the sole member of the Board of Directors and the sole shareholder of the above referenced corporation, hereby takes the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of Section 607.0704 and Section 607.0821, *Florida Statutes*:

WHEREAS, the officers and directors of the Corporation believe it is in the Corporation's best interest to liquidate the Corporation and distribute its assets to its sole shareholder; and

WHEREAS, the officers and directors have prepared a Plan of Complete Liquidation and Dissolution ("Plan") to accomplish the foregoing, the Plan being incorporated herein by this reference; and

WHEREAS, the officers of the Corporation believe it to be in the best interest of the Corporation to execute the Plan; and

WHEREAS, the President has submitted the Plan to the Board of Directors of the Corporation for its approval; and

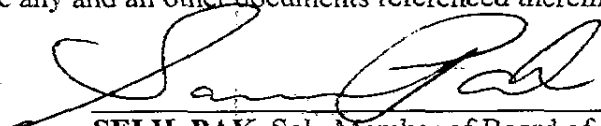
WHEREAS, the Board of Directors of the Corporation believes it to be in the best interest of the Corporation to execute the Plan; and

WHEREAS, the Board of Directors has submitted the Plan to the shareholder of the Corporation for his approval; and

WHEREAS, the sole shareholder believe it to be in the best interest of the Corporation to execute the Plan.

NOW, THEREFORE, IT IS HEREBY RESOLVED THAT the the Corporation be dissolved and liquidated effective no later than June 30, 2004, pursuant to that certain Plan of Complete Liquidation and Dissolution ("the Plan"), in the form attached as Exhibit "A", that any debts remaining unpaid and any taxes due the United States or the State of Florida be paid, any assets remaining after the payment of debts and taxes be distributed to the shareholders of the Corporation in accordance to the Shareholder's respective interest in the Corporation, and that appropriate Articles of Dissolution be filed with the Secretary of State for the State of Florida. The officers of the Corporation are hereby authorized, empowered and directed to execute the Plan on behalf of the Corporation and execute any and all other documents referenced therein.

Dated: 6/30, 2004.



SEI H. PAK, Sole Member of Board of
Directors and Sole Shareholder