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LAW OFFICES OF

WILBUR & ALLEN

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

112 WEST ADAMS STREET #1700

JACKSONVILLE, FLORIDA 32202-3895

JOHN H. WILBUR P.A.
DUDLEY D. ALLEN P.A.

TELEPHONE (904) 356-4211
FAX (904) 356-4214

PLEASE REPLY TO:
POST OFFICE BOX 58
JACKSONVILLE, FLORIDA 32201

July 30, 2001

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-08/02/01-01059-007
*****35.00 *****35.00

State of Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: **WIRELESS BUILDING NETWORKS, INC.**

Gentlemen:

We enclose Articles of Dissolution in duplicate in connection with the above corporation.

We also enclose our check in the amount of \$35.00 in payment of your fee. We request that you process and return a copy of the Articles of Dissolution to us when they have been filed.

Sincerely,

John H. Wilbur

JHW:cma
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 AUG -2 AM 9:00

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V. SHEPARD AUG 9 2001

SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED
01 AUG -2 AM 9:00

WIRELESS BUILDING NETWORKS, INC.

ARTICLES OF DISSOLUTION

Florida Statutes Sections 607.257, 607.267

1. The name and respective addresses of the Officers, Directors and Stockholders of
Wireless Building Networks, Inc. are:

Stockholders of Wireless Building Networks, Inc.:

Jim Scalise 3930 Mandarin Woods Drive S. Jacksonville, Florida 32223	50% Stock Ownership
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Dennis Golden Post Office Box 600138 Jacksonville, Florida 32260-0138	50% Stock Ownership
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The Officers and Directors of Wireless Building Networks, Inc.:

Jim Scalise	-	President and Treasurer
Dennis Golden	-	Secretary

2. The Corporation known as Wireless Building Networks, Inc. ceased operation as of July 27, 2001. All work billed as of July 27, 2001, shall be considered work belonging to Wireless Building Networks, Inc. for the purposes of accounting, collection, and distribution.

3. All debts, obligations, and liabilities of Wireless Building Networks, Inc have been paid as of July 27, 2001.

4. The personal property, furniture, fixtures, and equipment of Wireless Building Networks, Inc. shall be divided in accordance with the agreement of the parties. Such distribution of the personal property, office equipment, furniture, fixtures, and equipment of Wireless Building Networks, Inc are the following agreed determinations:

(a). The salaries of the Corporation's employees, if any, will be paid through July 27, 2001.

(b). The expenses of the dissolution of Wireless Building Networks, Inc., including fees payable to the State of Florida, accounting fees, and legal fees shall be paid by the Corporation.

(c). All original records of Wireless Building Networks, Inc. shall be maintained by Jim Scalise and Dennis Golden jointly for a minimum of at least three (3) years. All Shareholders shall have access to the original records and the right to copy any records they may wish at any time. Further, the accounting and tax records shall be available at any time to any Shareholder.

5. All work performed for the Corporation up to and including July 27, 2001, which has not as of that date been billed, will be distributed one-half (1/2) to Jim Scalise and one-half (1/2) to Dennis Golden. No billing for unbilled work will be made by the Corporation or by any Officer, Directors, or Shareholder of the Corporation after July 27, 2001, for the use and benefit of the Corporation.

6. The stock shall be divided fifty percent (50%) to Jim Scalise and fifty percent (50%) to Dennis Golden, the only parties who have an interest in Wireless Building Networks, Inc.

7. There are no lawsuits, administrative actions or claims of any kind whatsoever now pending or known to be pending to the Shareholders against the Corporation or its Officers, Directors or Stockholders concerning or relating to the business activities and operation of Wireless Building Networks, Inc.

8. Wireless Building Networks, Inc has made known and disclosed to its Shareholders a full accounting and disclosure as to its assets and liabilities existing as of July 27, 2001. After consideration of this disclosure and all other matters affecting the Corporation and its operations, the Shareholders have now determined that it is in the best interest of Wireless Building Networks, Inc. to dissolve at this time. Upon consideration by the Shareholders, the Officers and Directors of the Corporation, each Officer, Director and Shareholder hereby forever releases and discharges forever Wireless Building Networks, Inc. or any of its Officers, Directors or Shareholders from all of the following:

(a). All liability by any Officer, Director, or Shareholder for any act, past, present, or future, arising out of, connected with, or in any way resulting from the acts of the Officers, Directors, or Shareholders of Wireless Building Networks, Inc.;

(b). All causes of actions, claims, suits, and demands arising out of, connected with, or in any way resulting from the acts of the Officers, Directors, or Shareholders of Wireless Building Networks, Inc.; and

(c). All responsibility for any and all of the Officers, Directors, or Shareholders' damages, losses, costs, attorneys' fees, and expenses arising out of, connected with, or in any way resulting from the acts of the Officers, Directors, or Shareholders of Wireless Building Networks, Inc.

In addition, the Officers, Directors, and Shareholders of Wireless Building Networks, Inc. agree to indemnify and hold harmless the Officers, Directors, and Shareholders of Wireless Building Networks, Inc. against any loss from any and all liens, claims, demands, and actions in law or in equity that have been or hereafter may be made or brought by or on behalf of any

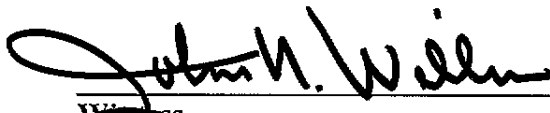
person, entity, agency, Officer, Director, or Shareholder of Wireless Building Networks, Inc.

9. The parties listed in Paragraph 1 above as Shareholders or Stockholders of Wireless Building Networks, Inc hereby evidence their consent by executing this document in the space provided below to:

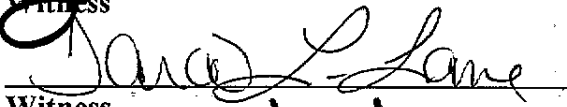
- (a). The dissolution of the Corporation, Wireless Building Networks, Inc.;
- (b). To the termination of any business relationship between the Stockholders that may have existed prior to July 27, 2001; and
- (c). To the termination of their employment with Wireless Building Networks, Inc. as an Officer, Director, or Shareholder.

By affixing their signatures to this document, each Shareholder of Wireless Building Networks, Inc. acknowledges the dissolution of the Corporation and consents to the liquidation of the assets as described in this document.

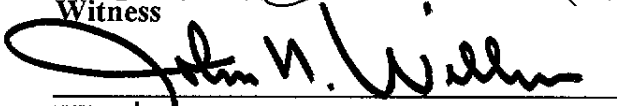
Dated this 27 day of July, 2001.



Witness



Witness



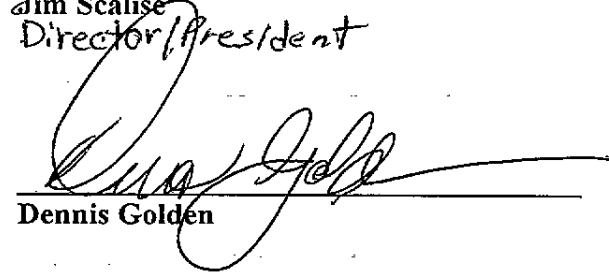
Witness



Witness



Jim Scalise
Director/President



Dennis Golden