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01 MAR 12 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

BCL HOLDINGS, Inc.

100003830661--8

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*****43.75 *****43.75

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ☒ Dissolution / Withdrawal
- ☒ Annual Report / Reinstatement
- ___ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

DIVISION OF CORPORATION

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RECEIVED

G. COULLIETTE MAR 12 2001

Signature

Requested by: KE

3/12

Name

Date

Time

Walk-In

Will Pick Up

BCL HOLDINGS, Inc.

ARTICLES OF DISSOLUTION

BCL HOLDINGS, Inc., a Florida corporation, executes the following articles of dissolution pursuant to section 607.1403 of the Florida Business Corporation Act:

FIRST: The name of the corporation is **BCL HOLDINGS, Inc.**(hereafter "Company").

SECOND: The shareholders of the Company approved the dissolution of the company on February 6, 2001

THIRD: The number of votes cast by the shareholders of the company for dissolution was sufficient for approval of that action.

EXECUTED: This 6th day of February, 2001

BCL HOLDINGS, Inc.

By: Todd F. Walker
Todd Walker, its Secretary

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STATEMENT OF CONSENT TO ACTION

BY SHAREHOLDERS

OF

BCL HOLDINGS, Inc., A FLORIDA CORPORATION


The undersigned, holding shares of capital stock of **BCL HOLDINGS, Inc.**, a Florida corporation, pursuant to §607.0704, Florida Statutes, do consent to and take the following action in lieu of holding a meeting of shareholders of the corporation, to have the same effect as action taken at a duly called meeting of shareholders at which all shares were present and voting:

All issued and outstanding shares of BCL HOLDINGS, Inc. total 810,000 common voting shares. Bradley T. Ray represents that he authorized the return of his 95,000 common voting shares to BCL, Inc. prior to this action being taken.

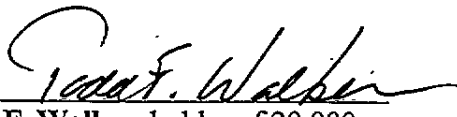
Notice is hereby given to all Officers, Directors, and Agents that they are without authority to conduct activities on behalf of the Corporation other than permitted by Florida law for winding up and liquidating the Corporations business and assets. All winding down activities shall be conducted by Dennis Weaver and Todd Walker.

Dissolution of **BCL Holdings, Inc.** shall be effective upon BCL Holdings, Inc. filing its Notice of Dissolution with the Secretary of State.

Date 2/6/01


Dennis Weaver, holder of 790,000 common voting shares

Date 2/6/01


Todd F. Walker, holder of 20,000 common voting shares