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(Requestor's Name)

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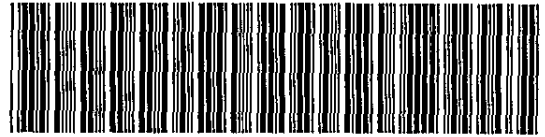
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Voldis
T. Lewis 6/27/03

LAW OFFICES OF
WAYNE CHRISTOPHER GERLT
112 DEMING STREET
P.O. BOX 1132
SOUTH WINDSOR, CONNECTICUT 06074-1132

TEL. (860) 644-2565
FAX (860) 644-2567
E-MAIL: WCGESQ@AOL.COM

June 19, 2003

The Amendment Section
Division of Corporations
State of Florida
P. O. Box 6327
Tallahassee, FL 32314

**Re: Voluntary Dissolution by Consent of Shareholders
of iFORCE Performance Labs, Inc.**

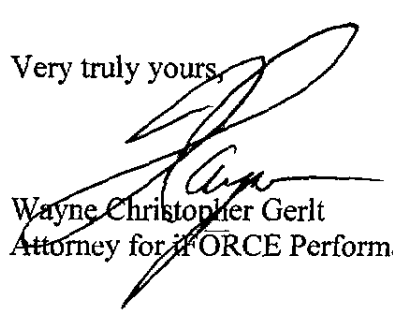
Dear Sir or Madam:

Enclosed you will find the Articles of Dissolution and accompanying Statement of Dissolution and our check in the amount of \$43.75 for the filing fee, and a certified copy of the dissolution.

If you have any questions concerning this matter, please don't hesitate to contact me at the above address and phone number.

Thank you.

Very truly yours,


Wayne Christopher Gerlt
Attorney for iFORCE Performance, Labs, Inc.

WCG:mt
Enclosures

cc: Mr. Brian S. Fitch

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: iFORCE Performance Labs, Inc.

SECOND: The date dissolution was authorized: June 16, 2003

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 17th day of June, 2003.

Signature

Brian S. Fitch
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Brian S. Fitch

(Typed or printed name)

President

(Title)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT REGARDING ARTICLES OF DISSOLUTION

(a) iFORCE Performance Labs, Inc.

(b) Brian S. Fitch, President and Secretary
Suite #3
1979 Ellington Road
South Windsor, CT 06074

David J. Rametta, Treasurer
126 Cheshire Street
Hartford, CT 06114

(c) Brian S. Fitch, Director
Suite #3
1979 Ellington Road
South Windsor, CT 06074

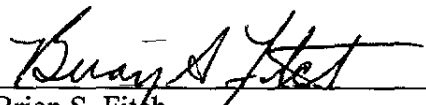
David J. Rametta, Director
126 Cheshire Street
Hartford, CT 06114

(d) The undersigned certifies that all liabilities and obligations of the corporation have been paid or discharged, or that adequate provision has been made therefore.

(d) All remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests, or that no property remain for distribution to shareholders after applying to the payment of the liabilities and obligations of the corporation.

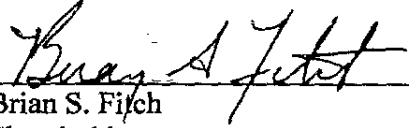
(f) There are no actions pending against the corporation in any court, and there are no outstanding judgments, orders or decrees entered against this corporation, and we know of no pending action.

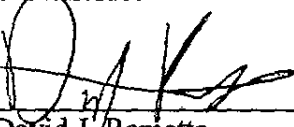
(g) Attached hereto is a copy of the resolution adopted by the shareholders authorizing the voluntary dissolution of the corporation, and it has been signed by all shareholders of the corporation.



Brian S. Fitch
President/Secretary/Director


David J. Rametta
Treasurer/Director


Brian S. Fitch
Shareholder

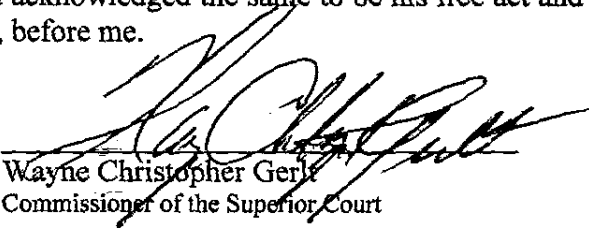

David J. Rametta
Shareholder

STATE OF CONNECTICUT)

) SS: South Windsor, June 19, 2003

COUNTY OF HARTFORD)

Personally Appeared **BRIAN S. FITCH**, as President of iFORCE Performance Labs, Inc., Signer of the foregoing Instrument, and acknowledged the same to be his free act and deed, and the free act and deed of said corporation, before me.


Wayne Christopher Gerlt
Commissioner of the Superior Court

**MINUTES OF SPECIAL MEETING OF THE
SHAREHOLDERS OF
iFORCE PERFORMANCE LABS, INC.**

A Special Meeting of the Shareholders of the above named corporation was called to order on June 17, 2002 at 112 Deming Street, South Windsor, Connecticut by Brian S. Fitch, the President of the above named corporation. The Secretary of the corporation then called the roll using the shareholder lists compiled for the above named corporation. All shareholders were either in attendance at the meeting or signed and executed the within document, indicating their waiver of the notice of the meeting and their ratification of the actions taken at the meeting. President Brian S. Fitch declared the meeting to be in compliance with the Florida Law, and that the purpose of the Special Meeting was to act upon the recommendation made by the Board of Directors in a resolution recommending that the corporation be dissolved. Motion was then made and seconded that it be

RESOLVED that iFORCE Performance Labs, Inc. be dissolved, and that all actions necessary to accomplish the dissolution of the corporation be taken by Brian S. Fitch including winding up the corporation's affairs.

Mr. Fitch will immediately cause notice of this dissolution to be mailed to each known creditor of and claimant against the corporation; Mr. Fitch will proceed to collect assets of the corporation, convey and dispose of the assets and properties which are not to be distributed in kind to its shareholders, pay, satisfy or discharge the liabilities of the corporation and its obligations or make adequate provision for the payment and discharge thereof, and do all other acts required to liquidate the business of the corporation and its affairs.

After accomplishing the paying or discharging of all obligations and making out a provision for payment and discharge thereof, the corporation shall then distribute the remainder of its assets, either in cash or kind, among the shareholders according to their respective rights and interests.

BE IT FURTHER RESOLVED, that Brian S. Fitch is authorized to take any and all steps necessary or convenient to accomplish the purpose of the corporate dissolution as set forth above.

The above resolution was unanimously adopted by the shareholders voting 100% of the shares of this corporation.

There being no further business to come before the meeting, the President announced that the meeting of the Shareholders was adjourned.

Dated June 17, 2002.

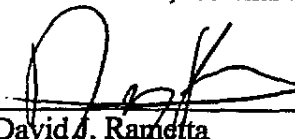


Brian S. Fitch
Corporate Secretary

We, the undersigned shareholders do hereby waive any notice required with respect to said meeting, and hereby ratify and confirm the above actions taken at the meeting.



Brian S. Fitch
Owner of 666,667 shares



David J. Rametta
Owner of 333,333 shares