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(Requestor's Name)

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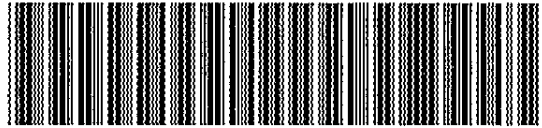
(Business Entity Name)

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C. Ouellette AUG 05 2003

CAPITAL CONNECTION, INC.

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

Cloud 9 Flooring Inc

Signature _____

Requested by: JPW

8/4

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
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____ 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 _____

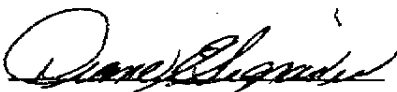
**ARTICLES OF DISSOLUTION
OF
CLOUD "9" FLOORING, INC.**

The name of this corporation is CLOUD "9" FLOORING, INC. It was organized under the laws of the State of Florida on the 26th day of June, 2002, and assigned document number P02000070917.

The Corporation has elected to dissolve as of June 25, 2003, pursuant to a special meeting of its shareholders. A true copy of the minutes of the special meeting of the shareholders, the resolution to adopt a plan of corporate liquidation, 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 the 4th day of August, 2003, in Okaloosa County, Florida.

ATTEST:


DIANE E. SEAGRAVES,
Secretary



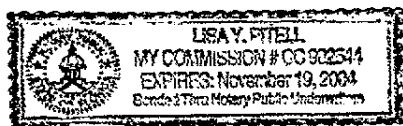
By: 

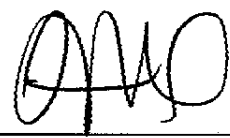
CURTIS W. SEAGRAVES,
President

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me personally appeared CURTIS W. SEAGRAVES, as President of Cloud "9" Flooring, Inc., who is either personally known to me or has produced a valid driver's license as identification to be the person who executed the foregoing Articles of Dissolution.

Executed this 4th day of August, 2003.





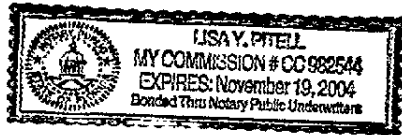
LISA Y. PITELL
Notary Public
My Commission Expires: 11/19/2004

FILED
03 AUG -5 PM 2:39
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me personally appeared DIANE E. SEAGRAVES, as Secretary of Cloud "9" Flooring, Inc., who is either personally known to me or has produced a valid driver's license as identification to be the person who executed the foregoing Articles of Dissolution.

Executed this 4th day of August, 2003.



A handwritten signature in dark ink, appearing to read "Lisa Y. Pitell", written over a horizontal line.

LISA Y. PITELL
Notary Public
My Commission Expires: 11/19/2004

RESOLUTION OF THE BOARD OF DIRECTORS
FOR DISSOLUTION
OF
CLOUD "9" FLOORING, INC.

WHEREAS, CLOUD "9" FLOORING, INC. has ceased or will cease business activity as of June 25, 2003 and there is no intention to undertake any other business;

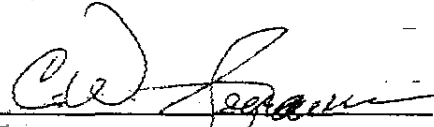
WHEREAS, the Board of Directors of CLOUD "9" FLOORING, INC., a Florida corporation, has determined that it is in the best interests of the Corporation and of its shareholders that the Corporation be dissolved; it is

RESOLVED, that it is recommended to the Shareholders of the Corporation that the Corporation be dissolved;

RESOLVED FURTHER, that the questions of dissolving the corporation be submitted to a vote of the Shareholders at a special meeting to be held on August 4, 2003, at 11:00 a.m., at the Law Office of Daniel C. Perri;

RESOLVED FURTHER, that the Secretary of the Corporation is directed to give written notice of the shareholders' meeting to each shareholder of record entitled to vote, stating that the purpose of the meeting is to consider the advisability of dissolving the Corporation.

Executed on the 4th of August, 2003 at Shalimar, Florida.



CURTIS W. SEAGRAVES
Director



DIANE E. SEAGRAVES
Director



**WAIVER OF NOTICE OF THE SPECIAL MEETING
OF THE SHAREHOLDERS OF
CLOUD "9" FLOORING, INC.**

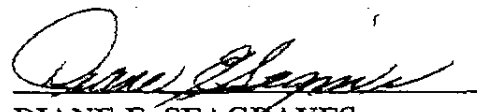
We, the undersigned shareholders, hereby agree and consent that the special meeting of the shareholders of CLOUD "9" FLOORING, INC. be held on the date and time and at the place stated below for the purpose of considering the dissolution of CLOUD "9" FLOORING, INC. and we hereby waive all notice of the meeting and any adjournment of it.

Date of Meeting: August 4, 2003

Time of Meeting: 11:00 a.m.

Place of Meeting: 4 Eleventh Avenue, Suite 1
Shalimar, FL 32579


CURTIS W. SEAGRAVES
Shareholder


DIANE E. SEAGRAVES
Shareholder

**MINUTES OF THE SPECIAL MEETING
OF THE SHAREHOLDERS OF
CLOUD "9" FLOORING, INC.**

A special meeting of the shareholders of CLOUD "9" FLOORING, INC., a Florida August, 2003, was held at 4 Eleventh Avenue, Suite 1, Shalimar, Florida, on the 4th day of pursuant to the waiver of notice attached.

The following shareholders were present in person or by proxy:

Curtis W. Seagraves
Diane E. Seagraves

In Person
In Person

Curtis W. Seagraves acted as chairperson and as secretary of the meeting. The chairperson declared that all shareholders of record received notice of the special meeting and its purpose, all of the shareholders were present in person or by proxy, and that all had executed a waiver of notice of the meeting. The chairperson then announced the purpose of the meeting was to consider the dissolution of CLOUD "9" FLOORING, INC. and to adopt a plan of liquidation of the assets.

A discussion ensued and the following resolutions were unanimously adopted by the board of directors and shareholders of CLOUD "9" FLOORING, INC.:

WHEREAS, the shareholders, upon recommendation of the directors of CLOUD "9" FLOORING, INC., 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 CLOUD "9" FLOORING, INC.;

RESOLVED, that the following plan of liquidation is adopted to assemble and marshal the assets of CLOUD "9" FLOORING, INC., to pay or make adequate provisions for the debts of CLOUD "9" FLOORING, INC., and apportion the remaining assets among the shareholders according to their respective interests:

1. CLOUD "9" FLOORING, INC. shall be liquidated pursuant to the Internal Revenue Code and Section 607.1401 of the Florida Statutes.

2. CLOUD "9" FLOORING, INC. will distribute all of its property and assets effective as of June 25, 2003.

3. All liabilities and obligations of CLOUD "9" FLOORING, INC. will be paid or discharged, or adequate provision will be made for them.

4. The officers of CLOUD "9" FLOORING, INC. are authorized to sell or otherwise liquidate all the properties and assets of CLOUD "9" FLOORING, INC. that they deem necessary or advantageous to facilitate the liquidation.

5. The officers of CLOUD "9" FLOORING, INC. 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. retaining professional advisors, and
- e. doing all other things necessary or convenient to effect the dissolution of CLOUD "9" FLOORING, INC.

6. After the provision for, or payment of, the known debts and liabilities of CLOUD "9" FLOORING, INC., the officers are authorized and directed to distribute the remaining cash or other assets of CLOUD "9" FLOORING, INC. to the shareholders of record according to their respective rights and interest in exchange for their shares in CLOUD "9" FLOORING, INC.


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



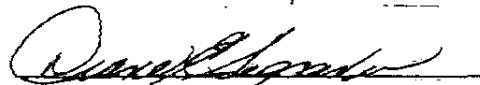
CURTIS W. SEAGRAVES
Chairperson and Secretary

**RATIFICATION OF MINUTES OF
SPECIAL MEETING OF SHAREHOLDERS OF
CLOUD "9" FLOORING, INC.**

We, the undersigned shareholders of CLOUD "9" FLOORING, INC. have read these minutes and hereby approve, ratify, and confirm all business transacted as reported in them, and in signification of our approval, ratification, and confirmation and of our consent to any and all acts done at the meeting do hereby sign our names on this 4th day of August, 2003.



**CURTIS W. SEAGRAVES
SHAREHOLDER**



**DIANE E. SEAGRAVES
SHAREHOLDER**