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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

FILED
00 SEP 15 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****35.00 *****35.00

CORPORATION(S) NAME

Dixie Power Equipment of Tampa Bay, Inc.

- | | | |
|--|--|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input checked="" type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
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Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

09/15/00

Order#:

Ref#:

Amount:\$

DEPT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
00 SEP 15 AM 11:20

RECEIVED

ARTICLES OF DISSOLUTION

Pursuant to Section 607.1403, Florida Statutes

FILED
00 SEP 15 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is Dixie Power Equipment of Tampa Bay, Inc.

SECOND: The date dissolution was authorized: September 7, 2000

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 7 day of September, 2000.

Signature 
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Roger L. Brandt

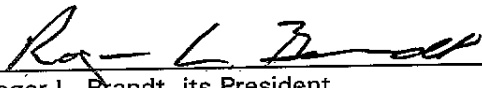
President

**UNANIMOUS WRITTEN CONSENT OF SHAREHOLDER
TO VOLUNTARY DISSOLUTION
OF
DIXIE POWER EQUIPMENT OF TAMPA BAY, INC.**

I, the undersigned, being the sole shareholder of Dixie Power Equipment of Tampa Bay, Inc., a Florida corporation, consent to the voluntary dissolution of the corporation and authorize and direct the appropriate officers of the corporation to take all steps necessary or appropriate to carry out the intent of this resolution.

In assent to the above, the undersigned stockholder has signed its consent by and through its duly authorized officer.

PowerScape Equipment Corp.

By: 
Roger L. Brandt, its President

Date: 9/7/00