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Green & Green
Attorneys at Law
DeFuniak Springs, Florida 32433

W.F. Green (1912-1993)
William H. Green

April 11, 1997

Post Office Box 609
664 Baldwin Ave.
Phone (904) 692-7213
Fax (904) 692-2137

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

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

Dear Sir or Madam:

I enclose herewith for filing articles of dissolution of Rocker USA, Inc., together with our check in the sum of \$43.75.

Please send me a certificate of status after filing.

Yours very truly,

William H. Green

WILLIAM H. GREEN

WHG/bb

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION

OF

ROCKER USA, INC.

ARTICLE I

The name of the corporation is Rocker USA, Inc., which was duly incorporated on April 21, 1993, by the State of Florida.

ARTICLE II

The name, title and post office address of each of the officers of the corporation are as follows:

PRESIDENT: Sarah C. Kilbey
P.O. Box 589
DeFuniak Springs, FL 32435

VICE-PRESIDENT: Bryan E. Kilbey
P.O. Box 589
DeFuniak Springs, FL 32435

SECRETARY/TREASURER: Sarah C. Kilbey
P.O. Box 589
DeFuniak Springs, FL 32435

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TALLAHASSEE, FLORIDA

ARTICLE III

The name and post office address of each of the directors of the corporation are as follows:

Sarah C. Kilbey
P.O. Box 589
DeFuniak Springs, FL 32435

Bryan E. Kilbey
P.O. Box 589
DeFuniak Springs, FL 32435

ARTICLE IV

All debts, obligations and liabilities of this corporation have been paid or

ARTICLE VI

There are no actions pending against the corporation.

ARTICLE VII

The corporation has elected to dissolve on the unanimous written consent of its shareholders and directors in accordance with Section 607.0704, Florida Statutes. A copy of the consent is incorporated and attached as Exhibit "A". The number of votes cast was sufficient for approval of shareholders being unanimous vote of all shareholders.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Dissolution this 8th day of April, A.D. 1997.

ATTEST:

Sarah C. Kilbey
Sarah C. Kilbey
Secretary

ROCKER USA, INC.

By Sarah C. Kilbey
Sarah C. Kilbey
President

(Corporate Seal)

STATE OF FLORIDA

COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 8th day of April, A.D. 1997, by Sarah C. Kilbey, who executed the foregoing Articles of Dissolution of Rocker USA, Inc., on behalf of the corporation, who (X) is personally known to me or () has produced a Florida Driver's License for identification.

Christine C. Boynton
Notary Public
State of Florida at Large
My Commission Expires: 3-11-2001

EXHIBIT "A"

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TALLAHASSEE, FLORIDA

CONSENT TO DISSOLVE

The undersigned shareholders, being the owners of all stock of Rocker USA, Inc., acting pursuant to Florida Statutes Section 607.0704, hereby vote to dissolve said corporation and consent to execution of articles of dissolution by the officers of the corporation and the filing of said articles of incorporation in the office of the Secretary of State of Florida. This consent shall have the effect of a meeting vote to dissolve the corporation.

The undersigned directors, being all the directors of the corporation, hereby vote to dissolve said corporation and consent to execution of articles of dissolution by the officers of the corporation and the filing of said articles of incorporation in the office of the Secretary of State of Florida. This consent shall have the effect of a meeting vote to dissolve the corporation.

Dated: April 8th, 1997

Estate of Robert W. Kilbey

By

Bryan E. Kilbey
Bryan E. Kilbey, as personal representative,
Shareholder

Sarah C. Kilbey
Sarah C. Kilbey, Shareholder

Bryan E. Kilbey
Bryan E. Kilbey, Shareholder

Sarah C. Kilbey
Sarah C. Kilbey, Director

Bryan E. Kilbey
Bryan E. Kilbey, Director