

CAPITAL CONNECTION, INC.

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NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

N. HENDRICKS FEB 10 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	2/9/97		
TIME	8:45		CK No. _____
BY	Dr		

WALK-IN
 Will Pick Up _____

RE: Future Tech Systems, Inc

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
<input checked="" type="checkbox"/> Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS _____

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF DISSOLUTION OF
FUTURE TECH SYSTEMS, INC.

FILED
97 FEB 10 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. The name of this Corporation is FUTURE TECH SYSTEMS, INC., which was duly incorporated on May 3, 1993, by the State of Florida.

II. The dissolution of the Corporation was authorized on February 6, 1997, by a Resolution and Written Consent of the Shareholders and Directors of the Corporation.

III. In accordance with *The Florida Business Corporation Act*, the number of votes cast by the Shareholders of the Corporation was sufficient to approve all actions taken on behalf of the Corporation by the officers, Directors and Shareholders to dissolve the Corporation.

IV. The Corporation has elected to dissolve on the unanimous consent of its Shareholders and Directors, a true copy of the Resolution of Future Tech Systems, Inc., the Written Consent in Lieu of a Meeting of Directors and Shareholders being duly attached hereto and incorporated by reference herein as Composite Exhibit "A".

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Dissolution on the 7th day of February, 1997, in Merritt Island, Brevard County, State of Florida.

ATTEST:

FUTURE TECH SYSTEMS, INC.

Robert Jacob
Secretary (Seal)

By: Robert C. Jacob President
Robert C. Jacob, President

**CERTIFIED COPY OF THE RESOLUTION OF
FUTURE TECH SYSTEMS, INC.**

I, Rob Jacob, the Secretary of FUTURE TECH SYSTEMS, INC., hereby certify, that the following resolutions were unanimously adopted by the Shareholders and Directors of the Corporation by Written Consent dated February 6, 1997.

RESOLVED, that the Corporation be liquidated in accordance with the applicable provisions of *The Internal Revenue Code of 1986*, as determined by the accountant for the Corporation; and

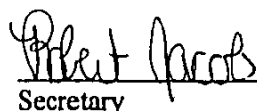
FURTHER RESOLVED, that in accordance with such Plan of Liquidation, the officers, directors and the accountant for the Corporation be and they hereby are authorized and directed to:

- (1) Liquidate the Corporation in accordance with the applicable provisions of *The Internal Revenue Code of 1986*, as determined by the accountant for the Corporation;
- (2) File Form 966 within thirty (30) days after the date hereof with the District Director of the Internal Revenue Service at Chamblee, Georgia, together with a copy of this Consent;
- (3) Transfer all of the assets of the Corporation to the Shareholders of the Corporation;
- (4) Distribute all the assets subject to any unpaid liabilities and reduction and cancellation of all the outstanding stock of the Corporation;
- (5) File a Certificate of Dissolution with the Secretary of State of Florida;
- (6) File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns as soon as possible after the distribution of the Corporate assets;
- (7) Provide for the payment of any indebtedness owed by the Corporation to any creditors or lienors.

FURTHER RESOLVED, that all actions taken on behalf of this Corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the Corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

Dated: 2-7, 1997.

(Seal)



Secretary

***PLAN OF LIQUIDATION AND DISTRIBUTION
OF ASSETS OF FUTURE TECH SYSTEMS, INC.***

Authorization for Dissolution

1. Pursuant to a written consent of even date herewith, a majority of the owners of the outstanding common stock of the Corporation and all of the members of the Board of Directors of the Corporation adopted a resolution that the Corporation be dissolved.

Approval and Adoption of the Plan

2. The Board of Directors of the Corporation has determined that it is in the best interests of the Corporation and of its shareholders that the liquidation of the Corporation and the distribution of its assets be made pursuant to a formal, written plan of liquidation and distribution, under which ***FUTURE TECH SYSTEMS, INC.***, a Florida corporation shall be completely liquidated and dissolved, all of its known debts and liabilities shall be paid or otherwise provided for, and all of its remaining property and assets shall be distributed to its shareholders, according to their respective interests, in complete redemption and cancellation of all of the Corporation's shares. This plan shall become effective on the date set forth below, as approved by the vote or written consent of the Board of Directors. The date of Board approval and adoption of the plan is hereinafter called the "Effective Date."

Cessation of Business

3. After the effective date, the Corporation shall cease to carry on business, except to the extent necessary to properly wind up its affairs and to preserve the value of its business and assets pending liquidation and distribution. If necessary, the Corporation shall maintain a bank account to provide for the receipt and payment of receivables and payables.

Sale of Assets

4. After the Effective Date, the Board of Directors and the Officers of the Corporation may sell all of the assets of the Corporation or distribute them in kind to the shareholders. Any sales shall be made on the terms and conditions and for the consideration that the Board deems reasonable and in the best interests of the Corporation and of its shareholders. The Board of Directors and the officers of the Corporation may execute any instruments that are necessary to transfer title to the property and assets.

Payment of Debts and Liabilities

5. Prior to making any distribution of corporate assets to the shareholders, the Board of Directors and the officers shall pay all of the known or ascertainable debts and liabilities of the Corporation.

The Corporation may set aside a sum of cash to be used for the payment of unascertained or contingent liabilities and expenses of the Corporation, including liabilities for taxes and expenses of liquidation and dissolution. Any amount remaining in the reserve fund after payment of these liabilities and expenses shall be distributed to the shareholders according to their respective interests.

Distribution of Assets

6. After payment of, or provision for, all of the known debts and liabilities of the Corporation, the Board of Directors and officers of the Corporation shall distribute the remaining corporate assets to the shareholders of record in the following manner: (1) with respect to any cash, by distributing to each shareholder a proportion of the cash equal to the proportion that the shares owned by the shareholder on the Effective Date bears to the total issued and outstanding shares of the Corporation; and (2) with respect to assets other than cash, by distributing to each shareholder an undivided interest in each of the assets equal to the proportion that the shares owned by the shareholder on the Effective Date bears to the total issued and outstanding shares of the Corporation.

This distribution shall be made to the shareholders on the following conditions: (1) that, on demand made by the Board of Directors, each shareholder properly endorse and surrender, for cancellation, the certificate or certificates evidencing ownership of the shareholder's shares; and (2) that the distribution shall be in complete satisfaction of the rights of each shareholder as a shareholder of the Corporation.


Powers of Directors and Officers

7. The Board of Directors and the officers of the Corporation shall carry out the provisions of this plan and shall take all actions that are necessary or advisable to effect the complete liquidation of the Corporation and its dissolution, including the execution of such instruments as may be required to vest title to the assets in the shareholders and the execution of all documents required by law to be filed to effect the dissolution of the Corporation.

Effective Date

8. The Effective Date of this Plan shall for all purposes be February 7, 1997, notwithstanding any date of execution or filing; and in no event shall the liquidation continue beyond July 31, 1997, without the express authorization of the Board of Directors.

IN WITNESS WHEREOF, the undersigned President has executed this Plan of Liquidation and Dissolution on behalf of the Corporation this ____ day of February, 1997.


Robert Jacob, President