

E. BARLOW KEENER

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BROOKLINE, MA 02445
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February 25, 1999

P93000057201

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

200002791162--5

-03/01/99-01146-013

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

Re: Dissolution of Keener Capital Corporation
Fla Document No. : P93000057201

Dear Amendment Section:

Please dissolve KEENER CAPITAL CORPORATION as a Florida corporation effective December 31, 1998. Enclosed is:

1. a check for \$35,
2. Articles of Dissolution,
3. Unanimous Written Consent of the Sole Shareholder.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,



E. Barlow Keener

0155
3-3-99
PJS

FILED
99 MAR - 1 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION, PURSUANT TO SECTION 607.1403
OF THE FLORIDA BUSINESS CORPORATION ACT, OF
KEENER CAPITAL CORPORATION**

To: Department of State
Tallahassee, Florida 32214

Filing Fee: \$35.00
Date paid: _____

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is KEENER CAPITAL CORPORATION.
2. The name and respective address of the officer of the corporation is as follows:

Name	Office	Address
Ellis Barlow Keener, Jr.	President	20 Claflin Road Brookline, MA 02445

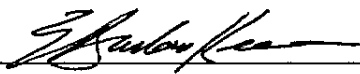
3. The name and respective address of the sole director of the corporation is as follows:

Name	Address
Ellis Barlow Keener, Jr.	20 Claflin Road Brookline, MA 02445

4. Dissolution was authorized on December 31, 1998.
5. The number of votes cast for dissolution was sufficient for approval.
6. All liabilities and obligations of the corporation have been paid or discharged.
7. No property or assets remain to be distributed among the shareholders of the corporation after payment of all debts, obligations, and liabilities of the corporation.
8. There are no actions pending against the corporation in any court.
9. The corporation elected to dissolve by unanimous consent of its sole shareholder, and such written consent has been signed by the sole shareholder of the corporation. A copy of the written consent is attached to these articles.

Dated: February 25, 1999

KEENER CAPITAL CORPORATION

By: 
E. Barlow Keener
D/P

FILED
99 MAR -1 AM 9:31
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

UNANIMOUS WRITTEN CONSENT OF SOLE SHAREHOLDER TO VOLUNTARY
DISSOLUTION OF KEENER CAPITAL CORPORATION

The undersigned, being the sole shareholder of KEENER CAPITAL CORPORATION, a Florida corporation, consents to the voluntary dissolution of the corporation and authorizes and directs the appropriate officer of the corporation to take all steps necessary or appropriate to carry out the intent of this resolution.

In assent to the above, the sole undersigned stockholder has signed his name and dated the signing opposite the number of shares of the corporation held by him of record of such date.

<u>Signature</u>	<u>Date</u>	<u>Number of Shares</u>
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 Ellis Barlow Keener, Jr.		
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2/25/99

100 Shares

D/P