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January 11, 2001

FILED  
01 JAN 12 AM 11:23  
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Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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ATTN: Amendment Section

DISS  
1-17-01  
PMS

Re: System Components Corporation and GK & RR, Inc.

Dear Madam/Sir:

Please find enclosed the following documents pertaining to the above-referenced corporations which I would request you file with the Department of State, Division of Corporations:

1. Articles of Dissolution for System Components Corporation (with a copy of Written Consent of the Sole Director and Shareholder of System Components Corporation in Lieu of Special Meeting attached thereto);
2. Affidavit of George W. Kirkland, Director and Shareholder of System Components Corporation authorizing the usage of the name of the corporation by GK & RR, Inc.;
3. Articles of Amendment to Articles of Incorporation of GK & RR, Inc. (with a copy of Written Consent of the Sole Director and Shareholder of GK & RR, Inc., in Lieu of Special Meeting attached thereto) changing the name of the corporation to System Components Corporation; and
4. Application for cancellation of fictitious name filing by GK & RR, Inc. (for fictitious name of System Components Corporation).

Additionally, I have enclosed three (3) separate checks made payable to the Department of State in the respective amounts of \$43.75 [\$35.00 (fee for dissolution) + \$8.75 (certificate of status fee)]; \$43.75 [\$35.00 (fee for Articles of Amendment) + \$8.75 (certificate of status fee)]; and \$60.00 [\$50.00 (fee for cancellation of fictitious name filing) + \$10.00 (certificate of status fee)] as required by the Department of State.

Department of State  
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After your review hereof, should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,

**BOND, ARNETT & PHELAN, P.A.**



John W. Arnett

JWA/rm  
Enclosures  
cc: George W. Kirkland

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ARTICLES OF DISSOLUTION  
(Fla.Stat. §607.1403)

1. The name of the corporation is SYSTEM COMPONENTS CORPORATION

2. The names and respective addresses of its officers are:

President-Treasurer George W. Kirkland

Secretary George W. Kirkland

3. The name and respective address of the sole director/incorporator is:

George W. Kirkland  
6750 W. Highway 40  
Ocala, Florida 34482

4. All debts, obligations, and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.

5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

6. There are no actions pending against the corporation in any court.

7. Pursuant to the Written Consent of the Sole Director and Shareholder of System Components Corporation in Lieu of Special Meeting dated JAN 11, 2001, the sole Director and Shareholder voted to authorize the dissolution of SYSTEM COMPONENTS CORPORATION effective on or before January 15, 2001. A copy of such written consent is attached hereto.

DATED this 11 day of January, 2001.

SYSTEM COMPONENTS  
CORPORATION

By: [Signature]

George W. Kirkland  
Director/Incorporator

STATE OF FLORIDA

COUNTY OF MARION

BEFORE ME personally appeared GEORGE W. KIRKLAND who is the sole Director/Incorporator of SYSTEM COMPONENTS CORPORATION and acknowledged before me that he executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF I have hereunto set my hand and seal on this 11<sup>th</sup> day of January, 2001.

(Sign) Rhonda G. McNeal  
(Print)

NOTARY PUBLIC

IDENTIFICATION BY:

( ) Personal Knowledge OR

(X) Florida Driver's License

My Commission Expires:

OFFICIAL NOTARY SEAL  
RHONDA G MCNEAL  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC759034  
MY COMMISSION EXP. JULY 13, 2002

FILED  
01 JAN 12 AM 11:23  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**WRITTEN CONSENT OF THE SOLE DIRECTOR AND SHAREHOLDER OF  
SYSTEM COMPONENTS CORPORATION IN LIEU OF SPECIAL MEETING**

The undersigned, being the sole Director and Shareholder of the above-named corporation, hereby takes the following action by written consent in lieu of a Special Meeting of the Board of Directors and Shareholders:

RESOLVED, that the corporation be dissolved effective on or before 1/15/2001 and its assets liquidated and distributed to the shareholders, and

RESOLVED, that in accordance with such plan of dissolution and liquidation, the officers and directors be and they hereby are authorized and directed to:

1. provide for the payment of any indebtedness owed by the corporation to any creditors or lienors,
2. distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation,
3. assign all of the remaining assets of the corporation to George W. Kirkland as sole shareholder of the corporation,
4. file Articles of Dissolution for System Components Corporation with the Secretary of State in Tallahassee, Florida,
5. file all other forms and documents required by the State of Florida as soon as possible after the distribution of the corporate assets, and

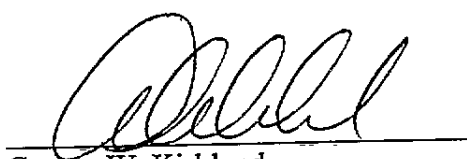
FURTHER RESOLVED, that all actions taken on behalf of this corporation by the sole officer and director in connection with the foregoing determination to liquidate and dissolve the corporation and to distribute its assets, be and the same are hereby ratified and confirmed in all respects.

DATED: Jan 11, 2001.

GK & RR, INC.

By: 

George W. Kirkland, President

  
George W. Kirkland  
Director/Incorporator