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FILED
99 MAR 19 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 16, 1999

Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

Please processes the attached paperwork to dissolve the corporation entitled
The Abbott Company, Inc. which was effective December 31, 1998.

Enclosed is a check for the processing and the registration fee.

My address is as follows:

J. Daniel Abbott
P O Box 60745
St. Petersburg, Florida 33784

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

Thank you for your assistance.



J. Daniel Abbott

Encl. (3)

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Articles of Dissolution

1. The name of the Corporation is The Abbott Co., Inc.
2. The name and address of its Officer(s), Director and Sole Stockholder:

J. Daniel Abbott
3040 Morris Street North
St. Petersburg, FL 33713
3. All debts and obligations and liabilities of the Corporation have been paid.
4. All of the remaining property and assets of the Corporation have been distributed or will be distributed to its Sole Stockholder in accordance with their respective rights and interests.
5. There are no legal actions pending, contemplated or threatened against the Corporation in any court.
6. A copy of the Resolution to dissolve dated December 31, 1998 is attached. The Resolution was adopted by the Sole Stockholder and Director on the 31st day of December, 1998, all of whom have executed this instrument


J. Daniel Abbott

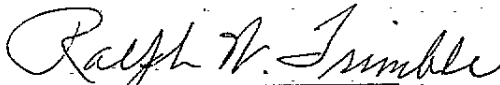
President and Director

State of Florida:
County of Pinellas

Before me personally appeared J. Daniel Abbott, who constitutes the President, Director and Sole Stockholder of the corporation and who have acknowledged before me that they executed the foregoing Articles of Dissolution for the purposes therein expressed.

In witness whereof, I have hereunto set my hand and official seal on this 31st day of December 1998.

My Commission Expires:





Ralph W. Trimble
Commission # CC 806203
Expires Feb. 21, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

(Official Stamp)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESOLUTIONS AND PLAN FOR STOCKHOLDERS AND BOARD OF
DIRECTORS OF THE ABBOTT CO., INC ADOPTING A PLAN OF COMPLETE
LIQUIDATION PURSUANT TO ~ 331 OF THE INTERNAL REVENUE CODE**

RESOLVED, that in the judgment of the Board of Directors/Stockholder of the Corporation it is deemed advisable and for the benefit of the Corporation that it should be liquidated and dissolved;

RESOLVED, that, subject to approval of the Sole Stockholder of the Corporation and effective with the date of such approval, a plan of liquidation be, and it hereby is, formulated to effect such liquidation and dissolution in accordance with the following resolutions;


RESOLVED, that the proper officers of the Corporation are hereby authorized and directed to file a Certificate of Dissolution pursuant to Section 607 of the Corporation Law of the State of Florida with the Secretary of State of the State of Florida;

RESOLVED, that after providing for all proper debts of the Corporation, the remaining assets of the Corporation be distributed to the stockholder of the Corporation;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation and the distribution of its assets be commenced as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable, but in no event later than the termination of a twelve month period commencing with the date of the Stockholder approval of this plan of complete liquidation pursuant to IRC ~ 331 and ~337; and

RESOLVED, that the President/Director/Sole Stockholder, be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and to full effectuate the purposes of the foregoing resolutions.

DATED this 31st day of December 1998.



J. Daniel Abbott
President, Director, and Sole Stockholder