

# Segers, Sowell & Stewart, P.A.

CERTIFIED PUBLIC ACCOUNTANTS  
958 BENKINS AVENUE  
P.O. BOX 2346  
PANAMA CITY, FLORIDA 32402

JERRY C. SEGERS CPA (1931 - 1991)

JERRY F. SOWELL JR. CPA

KENNETH R. STEWART CPA

TELEPHONE: (850) 769-2371  
FAX: (850) 872-9269

MEMBER  
FLORIDA INSTITUTE OF  
CERTIFIED PUBLIC ACCOUNTANTS  
AMERICAN INSTITUTE OF  
CERTIFIED PUBLIC ACCOUNTANTS

November 30, 1998

000002691150--3  
-11/19/98--01013--020  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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

Re: Articles of Voluntary Dissolution of  
Computers Etc., Inc.

Dear Sir or Madame,

Enclosed please find the original and one copy of Articles of Voluntary Dissolution, together with a Written Consent of the Stockholders of Computers Etc., Inc., to voluntary dissolve said corporation. If these meet with your approval, please file the originals and return a certified copy of the Articles of Voluntary Dissolution of Corporation to me. Our check in the amount of \$87.50 is enclosed for your fees.

Should you have any questions or require further information, please let us know.

Sincerely,

*Jerry F. Sowell CPA*  
Jerry F. Sowell, C.P.A.

enclosures

FILED  
98 NOV 19 AM 4  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

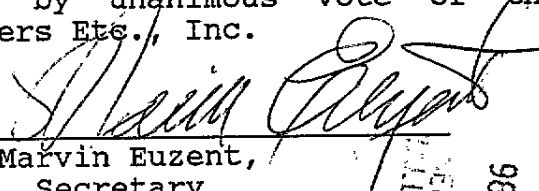
PA 4000031177  
FL Div  
6/8 11-19-98  
8-2nd copy

MINUTES OF STOCKHOLDERS AND BOARD OF DIRECTORS  
MEETING OF COMPUTERS ETC., INC.  
ADOPTION OF PLAN OF LIQUIDATION

On this 17th day of November, 1998, at the hour of 11:00am, at 958 Jenks Avenue, Panama City, Florida, a special meeting of the stockholders was held, which was attended by the corporation's stockholder and the corporation's director, Marvin Euzent.

The company desiring to liquidate was advised by its tax consultants to effect a liquidation and that it was necessary for the directors and stockholders to adopt a plan of liquidation which would comply with the Florida Statutory requirements.

It being the desire of all of the stockholders that he corporation should be liquidated and dissolved, a plan of liquidation was proposed and adopted whereby the assets of the corporation are to be distributed in cash or in kind to the shareholders, pro date. Further, the effective date of the dissolution shall be the stroke of midnight, November 30, 1998. The resolution was then adopted by unanimous vote of the stockholders and Director of Computers Etc., Inc.

  
Marvin Euzent,  
Secretary

FILED  
98 NOV 19 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF VOLUNTARY DISSOLUTION  
OF  
COMPUTERS ETC., INC.

The undersigned officers of Computers Etc., Inc., do hereby for the purpose of complying with the Florida Statutes, Section 607.1403, in relation the voluntary dissolution of corporations, make and attest these Articles of Voluntary Dissolution and attach hereto the Written Consent of the Stockholders and certify the following:

Article I - Name

The name of the corporation is Computers Etc., Inc.

Article II - Date of Authorization of Dissolution

The shareholders authorized the dissolution of the corporation at a meeting held November 17, 1998.

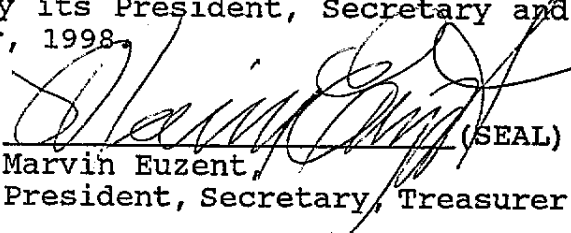
Article III - Effective Date

The dissolution of the corporation is to be effective as of the stroke of midnight, November 30, 1998.

Article IV - Shareholder Approval

The dissolution was approved by unanimous vote of the stockholders owning all of the issued and outstanding stock of the corporation.

IN WITNESS WHEREOF, the foregoing Articles of Dissolution have been executed by the corporation by its President, Secretary and Treasurer this 17th day of November, 1998.

  
(SEAL)  
Marvin Euzent,  
President, Secretary, Treasurer

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 NOV 19 AM 9:15

FILED

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this  
17<sup>TH</sup> day of NOVEMBER, 1998 by Marvin Euzent,  
President, Secretary, Treasurer of Computers Etc., Inc., who is  
personally known to me and who did not take an oath.

PATRICIA ANN SPRUELL  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires Nov. 30, 2001  
Commission No. CC693225

Patricia Ann Spruell

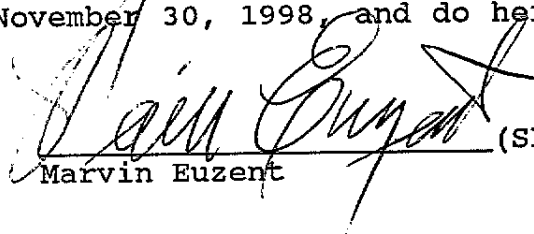
Name:

Notary Public

My Commission Expires: 11/30/01

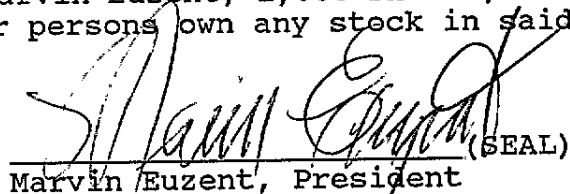
WRITTEN CONSENT OF STOCKHOLDERS OF  
COMPUTERS ETC., INC.  
TO VOLUNTARILY DISSOLVE

The undersigned, holder and owner of record of all issued and outstanding shares of stock of Computers Etc., Inc., a Corporation duly organized under the laws of the State of Florida, and entitled to vote on the dissolution thereof, do hereby adopt the Plan of Liquidation and Dissolution of the Corporation proposed by the Board of Directors and consent that the said Corporation be dissolved effective at midnight November 30, 1998, and do hereby consent in writing.

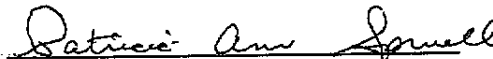
  
Marvin Euzent (SEAL)

STATE OF FLORIDA  
COUNTY OF BAY

Marvin Euzent, being duly sworn deposes and says that he is the President of Computers Etc., Inc.; that the foregoing written consent of the stockholder of Computers Etc., Inc., a Florida Corporation, consenting to the dissolution forthwith of said Corporation was so executed by the persons executing the same on the 17th day of November 1998, that the total number of shares issued and outstanding of said Corporation is standing on the books of the corporation in the name of Marvin Euzent, 1,000 shares, the consenting stockholder and no other persons own any stock in said Corporation.

  
Marvin Euzent, President (SEAL)

Sworn to and subscribed before me this

  
Name:  
Notary Public  
My Commission Expires: 11/30/01

PATRICIA ANN SPRUELL  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires Nov. 30, 2001  
Commission No. CC693225