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May 31, 2002

Reply To: Boca Raton

File No.: BRHI-0014

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

Re: **Articles of Dissolution**
Boca-SJA, Inc.

600005725576--6

-06/07/02--01047--006

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

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Dissolution and a check in the amount of \$43.75 representing the fees for filing and for the Certificate of Status. Please forward evidence of filing to the undersigned at your earliest convenience.

Very truly yours,

William S. Kramer

WSK/jkw

Enclosures

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FILED
02 JUN -7 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION OF
BOCA-SJA, INC.**

PURSUANT to Section 607.1403 of the Florida Statutes, the undersigned corporation adopts these Articles of Dissolution.

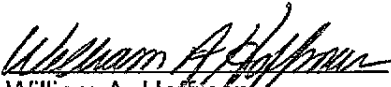
FIRST: The name of the corporation is BOCA-SJA, INC.

SECOND: The dissolution was authorized by unanimous written consent of the corporation's shareholders and directors on May 22, 2002.

THIRD: Approval by the shareholders for dissolution was by unanimous written consent which is sufficient for approval.

FOURTH: A written consent to dissolution of the corporation entitled Agreement and Plan for Dissolution of Boca-SJA, Inc., has been signed by all of the shareholders and directors of the corporation and is attached hereto and made a part hereof as Exhibit "A".

ATTEST:


William A. Hoffman,
Secretary

BOCA-SJA, INC.


By: 
E. Hal Dickson,
President

FILED
02 JUN - 7 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Texas

COUNTY OF Tom Green

The foregoing instrument was acknowledged before me this 28 day of May, 2002, by E. Hal Dickson, President of Boca-SJA, INC., on behalf of the corporation. He is personally known to me or has produced his driver's license as identification and did (did not) take an oath.

My commission expires:

GINGER A. OLSEN
Notary Public
STATE OF TEXAS
My Comm. Exp. 03/07/2004

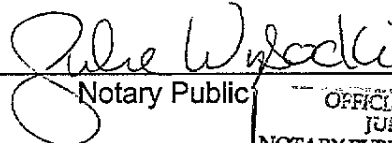

Notary Public

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5th day of June, 2002, by William A. Hoffman, Secretary of Boca-SJA, INC., on behalf of the corporation. He is personally known to me or has produced his driver's license as identification and did (did not) take an oath.

My commission expires:


Notary Public

OFFICIAL NOTARY SEAL
JULIE WYSOCKI
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC842125
MY COMMISSION EXP. JUNE 21, 2003

EXHIBIT "A"

**AGREEMENT AND PLAN FOR DISSOLUTION AND
LIQUIDATION OF BOCA-SJA, INC.**

FILED
02 JUN -7 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the undersigned, being all of the stockholders and directors of BOCA-SJA, INC., a corporation organized under the laws of the State of Florida, have determined that it would be advisable and in the best interests of the corporation and its shareholders for the corporation to be dissolved, and hereby take the following actions by written consent in lieu of a Special Meeting pursuant to Section 607.1402 of the Florida Business Corporation Act;

NOW, THEREFORE, be it:

1. RESOLVED that the shareholders of BOCA-SJA, INC. hereby consent to the dissolution of the corporation and to its liquidation pursuant to Section 331 of the Internal Revenue Code or such other Section(s) as the corporation's accountant deems advisable;

2. RESOLVED FURTHER, that the officers and directors of BOCA-SJA, INC. are authorized and directed to take all actions necessary to wind up the affairs of the corporation, including the lease, sale, conveyance, or assignment of any or all of the corporation's assets and to execute any documents or instruments necessary and incident thereto;

3. RESOLVED FURTHER, that the Officers and Directors of BOCA-SJA, INC. are authorized and directed to apply the assets, in cash or in kind, of the corporation to the payment of its known debts and obligations, and after disposing of the assets of the corporation and making suitable provisions for the payment of all of its known debts, the Officers and Directors are authorized and directed to distribute the remainder of the corporation's assets, if any, to the shareholders, in cash or in kind, according to their respective rights and interests;

4. RESOLVED FURTHER, that the Officers and Directors are hereby authorized and required to execute all documents, instruments, reports, tax returns, certificates, and affidavits required by any federal, state or local government in connection with or by reason of the liquidation and dissolution of BOCA-SJA, INC. or on behalf of the corporation, including U.S. Treasury Department Form 966, and Articles of Dissolution with the Florida Secretary of State;

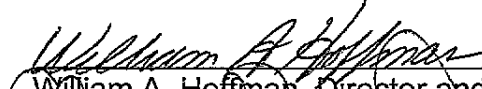
5. RESOLVED FURTHER, that on completion of all liquidation actions, the Officers and Directors of the corporation are hereby authorized and required to file all documents required by law to complete the winding up of the affairs and the dissolution of the corporation, including but not limited to the procedures described in Section 607.1406 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned have hereunto signed and sealed this instrument.

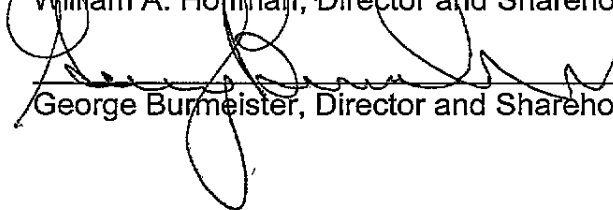
EXECUTED this 5th day of June, 2002



E. Hal Dickson, Director and Shareholder



William A. Hoffman, Director and Shareholder



George Burmeister, Director and Shareholder