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February 4, 2000

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

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*Re: Articles of Dissolution of CPA FIRM,
INC.*

Our File No.: 96-6106

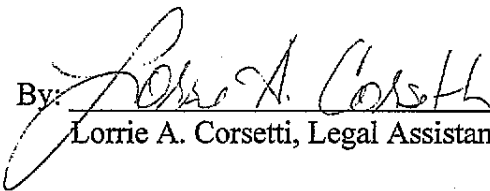
Dear Sir or Madam:

Enclosed herewith are the executed original and one copy of the Articles of Dissolution for the above-referenced corporation. Upon filing, please return the copy stamped with the filing information to our office in the enclosed self-addressed, postage paid envelope provided for your convenience.

Also enclosed is check number 2629 in the amount of \$35.00 drawn on this firm's operating account to cover the requisite fees. If you have any questions with regard to this filing request, please contact the undersigned. Thank you.

Very truly yours,

ALBERT D. CELIO, P.A.

By: 
Lorrie A. Corsetti, Legal Assistant

ADC/lac
Enclosures
cc: Stephen C. Houser, CPA, President

FILED
00 FEB -7 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 607.1403 OF FLORIDA STATUTES

CPA FIRM, INC., a Florida corporation, executes the following Articles of Dissolution pursuant to *Section 607.1403* of the *Florida Business Corporation Act*:

- FIRST:** The name of the Corporation is CPA FIRM, INC.
- SECOND:** The Shareholders and Directors of the company approved the dissolution of the Corporation by Joint Unanimous Written Consent of Shareholders and Board of Directors of the Corporation on December 31, 1999, a copy of which action is attached hereto as Exhibit "A".
- THIRD:** The number of votes cast by the shareholders of the company for dissolution was sufficient for approval of that action.

EXECUTED: January 1, 2000.

CPA FIRM, INC.

By: Stephen C. Houser
Stephen C. Houser, CPA, President

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

**JOINT UNANIMOUS WRITTEN CONSENT BY SHAREHOLDERS
AND BOARD OF DIRECTORS WITHOUT A MEETING**

The undersigned, being all of the Shareholders and Board of Directors of CPA FIRM, INC., a corporation organized and existing under the laws of the State of Florida (hereinafter "Corporation") pursuant to the *Florida Business Corporation Act, Sec. 607.0704 and 607.0821, Fla. Stat. (1999)*, do hereby consent to and adopt the following resolution:

WHEREAS, Walter E. Secrest, CPA, Dewey L. Harris, CPA, Stephen C. Houser, CPA, Edward R. Christensen, CPA, Stephen A. Ellis, CPA, and Floyd C. Lemmon, CPA are the sole Shareholders and Directors of the Corporation; and

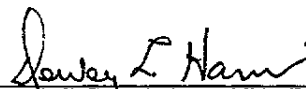
WHEREAS, the Shareholders and Board of Directors of the Corporation have determined that it is now appropriate to dissolve the Corporation pursuant to *Florida Statutes Section 607.1402*.

NOW THEREFORE BE IT RESOLVED that the President of the Corporation is hereby authorized to file Articles of Dissolution pursuant to *Florida Statutes Section 607.1403* with the Secretary of State and execute all appropriate paperwork associated with the dissolution of the Corporation which dissolution shall be effective as of January 1, 2000.

WITNESS the due execution of this unanimous consent as of the 31st day of December 1999.



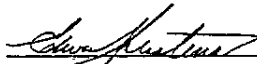
Walter E. Secrest, CPA
Shareholder and Director



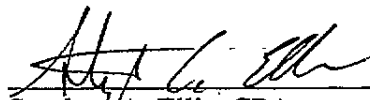
Dewey L. Harris, CPA
Shareholder and Director



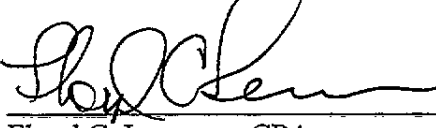
Stephen C. Houser, CPA
Shareholder and Director



Edward R. Christensen, CPA
Shareholder and Director



Stephen A. Ellis, CPA
Shareholder and Director



Floyd C. Lemmon, CPA
Shareholder and Director