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Attorneys at Law
P94000083473
WILLIAM FRED POOLE, IV
CORPORATE AND BUSINESS LAW

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December 12, 1996

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32399

RE: THE FAIRCHILD NEFF GROUP, INC.
Our file # 96-195

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-12/18/96--01005--010
*****87.50 *****87.50

Dear Sir or Madam:

Enclosed please find two copies of Articles of Dissolution for The Fairchild Neff Group, Inc.

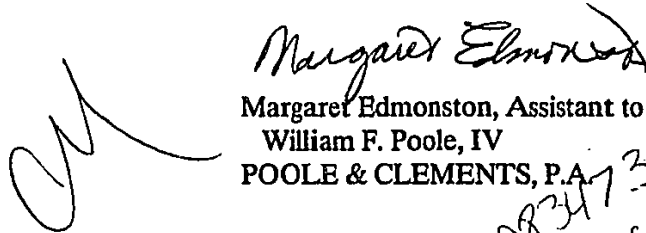
Also enclosed please find our check in the amount of \$87.50. This check includes payment for the following:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
TOTAL	\$87.50

Please send the certified copy of Articles of Dissolution back to the undersigned.

Thank you for your assistance in this matter.

Sincerely,


Margaret Edmonston, Assistant to
William F. Poole, IV
POOLE & CLEMENTS, P.A.

/me
Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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FL Diss
12-17-96
Cert Copy

ARTICLES OF DISSOLUTION

OF

THE FAIRCHILD NEFF GROUP, INC.

WHEREAS, the undersigned officers of THE FAIRCHILD NEFF GROUP, INC., do hereby submit these Articles of Dissolution to the Secretary of State for the purpose of dissolving THE FAIRCHILD NEFF GROUP, INC., and state as follows:

a. Name of corporation to be dissolved:

THE FAIRCHILD NEFF GROUP, INC.

b. Name and address of the officers of the corporation to be dissolved:

President: Beryl E. Fairchild
600 Goldpoint Trace
Woodstock, GA 30189-7026

Chairman: Michael J. Neff
417 Village View Lane
Longwood, FL 32779-2606

Vice President: Brenda A. Fairchild
600 Goldpoint Trace
Woodstock, GA 30189-7026

V. President, Secretary & Treasurer: Susan Z. Neff
417 Village View Lane
Longwood, FL 32779-2606

c. Name and address of the directors of the corporation to be dissolved:

Beryl E. Fairchild
600 Goldpoint Trace
Woodstock, GA 30189-7026

Michael J. Neff
417 Village View Lane
Longwood, FL 32779-2606

Brenda A. Fairchild
600 Goldpoint Trace
Woodstock, GA 30189-7026

Susan Z. Neff
417 Village View Lane
Longwood, FL 32779-2606

d. All liabilities and obligations of the corporation have been discharged.

e. All remaining property and assets of the corporation have been distributed among the Shareholders in accordance with their respective rights and interest.

f. There are no actions pending against the corporation in any Court and to the best of its knowledge has no Judgment, Order or Decree which has been entered against or is pending against the corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

g. The corporation elected to dissolve by act of the corporation, a copy of said Resolution to Dissolve, adopted by unanimous consent of the Shareholders of the Corporation was passed on the 10th day of December, 1996, and is attached hereto and made a part hereof.

Dated: 12/10/96

Susan Z. Neff

SUSAN Z. NEFF, Vice President/Secretary/
Treasurer

STATE OF FLORIDA
COUNTY OF ORANGE

On the 10 day of December, 1996, before me, a Notary Public for said county, appeared SUSAN Z. NEFF, personally known by me and whom, after being duly sworn, says that she is the Vice President, Secretary and Treasurer of THE FAIRCHILD NEFF GROUP, INC., and acknowledged that said instrument was signed and sealed in behalf of said corporation by authority of its shareholders and SUSAN Z. NEFF, its Vice President, Secretary and Treasurer acknowledged executing the same freely and voluntarily under authority duly vested in her by said corporation.

[Signature]
Notary Public - State of Florida
at Large

My Commission expires:



WILLIAM F. POOLE IV
My Commission CC291383
Expires Jun. 02, 1997
Bonded by ANG
CCO-433-6678

[Signature]
MARGARET EDMONSTON
Notary Public, State of Florida
My comm. exp. Jan. 25, 2000
Comm. No. CC527757

Written Consent of the Stockholders and Directors in Lieu of Special Meeting of the
Stockholders and Board of Directors of THE FAIRCHILD NEFF GROUP INC.
Pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act

The undersigned, being all the Stockholders and Directors of THE FAIRCHILD NEFF GROUP INC., hereby take the following actions by written consent in lieu of a Special Meeting of the Board of Directors and Stockholders:

RESOLVED, that the corporation be dissolved in accordance with the following plan of dissolution and liquidation:

1. The plan of dissolution and liquidation shall be that the appropriate officers of the Corporation shall utilize their best efforts to collect all accounts receivable and to take all funds generated together with funds currently on hands and pay all accounts payable, but if funds are insufficient to pay accounts payable, accounts payable shall be paid pro rata. If any funds are available after payment in full of the accounts payable, the funds shall be divided pro rate amongst the stockholders. The stockholders as of the date of this corporate action are as follows:

Beryl E. Fairchild	10 Shares
Brenda A. Fairchild	10 Shares
Michael J. Neff	10 Shares
Susan Z. Neff	10 Shares

2. The dissolution of this Corporation shall be effective upon the filing of the Articles of Dissolution with the Secretary of State, State of Florida.

FURTHER RESOLVED, that in accordance with such plan of dissolution, the proper officers be and they hereby are authorized and directed to take such steps as are necessary to give effect to this Resolution including but not limited to:

1. File a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida, and

2. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets.

FURTHER RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing resolution to dissolve and liquidate the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

DATED: 12/80/96

SHAREHOLDERS/DIRECTORS


BERYL E. FAIRCHILD


BRENDA A. FAIRCHILD


MICHAEL J. NEFF


SUSAN Z. NEFF