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RESOLUTION OF STOCKHOLDERS OF  
CLAWSON EQUIPMENT LEASING INC.

RESOLVED, That CLAWSON EQUIPMENT LEASING INC. dissolve its charter to the State of Florida and that it cease to be and exist as a corporation, and,

RESOLVED, FURTHER, That JOHN CLAWSON the President, of CLAWSON EQUIPMENT LEASING INC., are hereby authorized and directed to file the necessary certificate of dissolution of this Corporation with the Secretary of the State of Florida, and such other official office as may be required by law, and

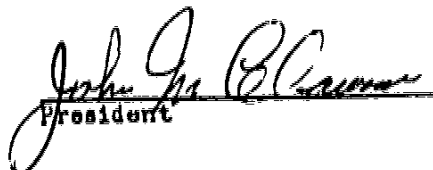
RESOLVED, FURTHER, That the Board of Directors of this Corporation is hereby authorized, empowered, and directed to do all things necessary and requisite to settle the affairs of the Corporation, to collect the outstanding debts, to provide for the payment of the liabilities and obligations of the Corporation, to distribute its assets, and to do all other things necessary to carry into effect the foregoing resolution.

I do hereby certify that I am the duly elected and qualified President, and that the above is a true and correct copy of a resolution duly organized at a meeting of the stockholders thereof, convened and held in accordance with law and the By-laws of said Corporation on 12-30, 1994, and that such resolution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as President and have caused the corporate seal of said Corporation to be hereunto affixed, this day of 12-30, 1994.

A TRUE RECORD

ATTEST

  
President

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RESOLUTION OF BOARD OF DIRECTORS

OLAWSON EQUIPMENT LEASING INC.

RESOLVED, That in the judgement of this Board of Directors, it is deemed advisable and for the benefit of its stockholders that said Corporation should be dissolved; and to that end, as required by law, it is ordered that a meeting of those stockholders of said Corporation having voting power to take action upon this resolution is hereby called, to be held at the principal office of said Corporation, at on 12-30-94, at 10:00 A.M., and

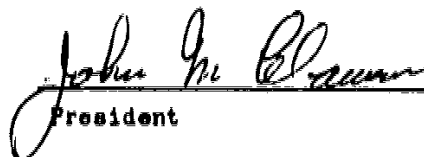
RESOLVED, FURTHER, THAT the President of this Corporation is hereby authorized and directed to cause notice of the adoption of this resolution to be mailed to each stockholder of this Corporation residing in the United States, or elsewhere.

I do hereby certify that I am the duly elected and qualified President, and that the above is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors thereof, convened and held in accordance with the law and the By-laws of said Corporation on 12-30-94, and that such resolution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as President and have caused the corporate seal of said Corporation to be hereunto affixed, this day of 12-30-94.

A TRUE RECORD

Attest

  
President