

P95000024863

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FILED
JAN -8 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 6, 1998

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

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-01/08/98--01028--019
*****35.00 *****35.00

Re: Articles of Dissolution filing
Document No.: P95000024863

Dear Sirs:

Enclosed please find signed Articles of Dissolution for **BLUE VENTURES, INC.**, dissolving the corporation. Also enclosed please find a check in the amount of \$35.00 to cover the cost of filing same. Please confirm the filing of the Articles of Dissolution on the additional copy which is enclosed and return the same to me in the envelope which I have provided.

If you have any questions regarding this please call me. Thank you for your attention to this matter.

Very truly yours,

ROMAN & ROMAN



Thomas A. Roman

VS JAN 13 1998

TAR/db
Enclosures

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ARTICLES OF DISSOLUTION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Department of State
Tallahassee, FL 32304

Pursuant to the provisions of Section 607.1401 of the Florida Business Corporation Act, **BLUE VENTURES, INC.**, a Florida corporation, adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is **BLUE VENTURES, INC.**
2. The names and respective addresses of the officers of the corporation are as follows:

Dennis B. Feely	Jennifer E. Good
President/Treasurer	Vice President/Secretary
14746 Celestial Place	14746 Celestial Place
Dallas, TX 75240	Dallas, TX 75240

3. The names and respective addresses of all of the directors of the corporation are as follows:

Dennis B. Feely	Jennifer E. Good
14746 Celestial Place	14746 Celestial Place
Dallas, TX 75240	Dallas, TX 75240

4. The names and respective addresses of the shareholders of the corporation are as follows:

Dennis B. Feely	Jennifer E. Good
14746 Celestial Place	14746 Celestial Place
Dallas, TX 75240	Dallas, TX 75240

5. All liabilities and obligations of the corporation have been paid or discharged.
6. No property or assets remain to be distributed among the shareholders of the corporation after the payment of all debts, obligations, and liabilities of the corporation.
7. There are no actions pending against the corporation in any court.
8. On Dec 12, 1997, the corporation elected to dissolve by

unanimous written consent of its shareholders and directors. A copy of such written consent or

resolution is attached to these Articles as **Exhibit "A."**

DATED this 12th day of December, 1997.

BLUE VENTURES, INC.

By: Dennis B. Feely
Dennis B. Feely, President

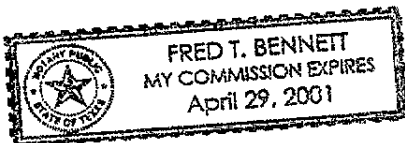
Corporate Seal:

Attested to:

By: Jennifer E. Good
Jennifer E. Good, Secretary

STATE OF TX
COUNTY OF DALLAS

SWORN TO AND SUBSCRIBED before this 12th day of December, 1997,
by **Dennis B. Feely, as President, of BLUE VENTURES, INC.**, who is personally known to me or
who produced identification in the form of Dennis Feely



Fred T. Bennett

Notary signature

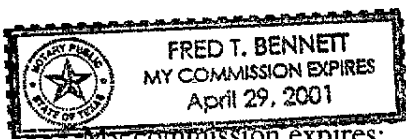
Fred T. Bennett

Notary printed name

My commission expires:

STATE OF TX
COUNTY OF DALLAS

SWORN TO AND SUBSCRIBED before this 12th day of December,
1997, by **Jennifer E. Good, as Secretary, of BLUE VENTURES, INC.**, who is personally known
to me or who produced identification in the form of Dennis Feely



My commission expires:

Fred T. Bennett

Notary signature

Fred T. Bennett

Notary printed name

UNANIMOUS CONSENT IN LIEU OF SPECIAL MEETINGS OF
SHAREHOLDERS AND BOARD OF DIRECTORS
OF
BLUE VENTURES, INC.

Unanimous Consent of Shareholders and Directors in
Lieu of Special Meetings of Shareholders and Board of Directors
Pursuant to Sections 607.0704 and 607.0821, Florida Statutes

The undersigned persons, being all of the Shareholders and all of the Directors on the Board of Directors of **BLUE VENTURES, INC.** (the "Corporation"), hereby take the following actions by written consent in lieu of a meeting pursuant to Sections 607.0704 and 607.0821, of the Florida Statutes:


WHEREAS, the Corporation is no longer actively conducting business;
and

WHEREAS, it is the desire of all of the Shareholders and all of the Directors on the Board of Directors of the Corporation to dissolve the Corporation.

NOW, THEREFORE, be it RESOLVED as follows:

1. That the Corporation be dissolved,
2. That the President and Secretary of the Corporation be and they hereby are authorized and directed to have prepared and to execute any and all further documents that may be necessary and required in order to effectuate the dissolution of the Corporation including but not limited to filing Articles of Dissolution of the Corporation with the Florida Secretary of State's office.
3. A facsimile copy of this Unanimous Consent in Lieu of Special Meetings of the Shareholders and Directors on the Board of Directors of the Corporation, and any signatures hereon shall be considered for all purposes as originals.

Dated: 17TH DEC -, 1997.



DENNIS B. FEELY
Shareholder and Director



JENNIFER E. GOOD
Shareholder and Director