P95000037787

Memo From . . .

CONSULT ONE, INC.

3773 Central Avenue - St. Petersburg FL 33713 727-327-1202

February 6th, 2002

DEPARTMENT OF STATE DIVISION OF CORPORATIONS P O BOX 6327 TALLAHASSEE FL. 32314

500004895945--1 -02/08/02--01028--002 ******35.00 ******35.00

RE: DISSOLUTION OF A FLORIDA CORPORATION

The following Articles of Dissolution are filed in accordance with Sections 607.1201 and 607.1403. Florida Statutes:

Name of Corporation: FOOTHILLS INC Federal I.D. Number: 59-3373406 Charter Number: P95000037787

Check in the Amount: \$35.00

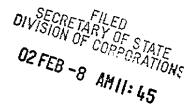
Articles of Dissolution with the Stockholders' authorization.

Thank you!

J. M. Winebrenner

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ARTICLES OF DISSOLUTION

In accordance with Sections 607.1201 and 607.1403, Florida Statutes, this corporation submits the following Articles of Dissolution:

ARTICLE I

The name and address of this Corporation is:

FOOTHILLS INC,

3773 Central Avenue, Suite A518, St. Petersburg FL 33713

Charter Number for FOOTHILLS INC, is P95000037787, and the Federal Identification Number is 59-3373406.

ARTICLE II - AUTHORIZATION DATE

The Dissolution of this Corporation was authorized at a Special Meeting of the Stockholders on January 25th, 2002. Dissolution of this Corporation is to become effective at the close of business on January 25th, 2002.

ARTICLE III - ADOPTION OF DISSOLUTION

Dissolution was approved by the Shareholders. The number of votes cast for dissolution was sufficient for approval.

Date Signed: January 25th, 2002

Signature

(PRESIDENT/CHAIRMAN)

DORTHA A ASHER

Title: President