

P95000054650

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FILED
98 FEB 12 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 9, 1998

Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

300002428933--9

-02/12/98-01067-002

*****35.00 *****35.00

Re: Articles of Dissolution of Hermico, Inc.

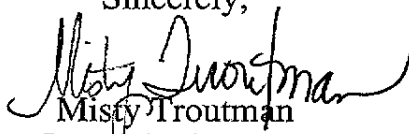
Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Dissolution of Hermico, Inc. Please file the original Articles and return a file-stamped copy.

Also enclosed is a check in the amount of \$35.00 representing your filing fee.

I appreciate your assistance in this matter.

Sincerely,



Misty Troutman

Legal Assistant to
Alexandra R. Haught

ARH/mt
Enc.

Uldis

VS FEB 17 1998

**ARTICLES OF DISSOLUTION
OF
HERMICO, INC.**

FILED
98 FEB 12 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation is Hermico, Inc. It was organized under the laws of the State of Florida on the 12th of July, 1995, and assigned document number P95000054650.

The Corporation has elected to dissolve as of December 31, 1997 pursuant to a special meeting of its shareholders. A true copy of the minutes of the special meeting of the shareholders, the resolution to adopt a plan of corporate liquidation, the waiver of notice, and ratification of the minutes are attached and incorporated by reference as Exhibit A.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 12th of December, 1997 in Okaloosa County, Florida.

By: Patrick G. Clark
PATRICK G. CLARK, President

ATTEST:

Delores P.M. Clark
DELORES P.M. CLARK, Secretary

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me personally appeared Patrick G. Clark, who is either personally known to me or has produced a valid driver's license as identification to be the person who executed the foregoing Articles of Dissolution.

Executed this 12th of December, 1997.

Alexandra Ray Haught
Notary Public
My Commission Expires:



ALEXANDRA RAY HAUGHT
My Commission CC355829
Expires Mar. 14, 1998
Bonded by HAI
800-422-1555

**MINUTES OF THE SPECIAL MEETING
OF THE SHAREHOLDERS OF
HERMICO, INC.**

A special meeting of the shareholders of Hermico, Inc. of Ft. Walton Beach, a Florida corporation, was held at 5 Clifford Drive, Shalimar, FL, on the 12th day of December, 1997 pursuant to the waiver of notice attached.

The following shareholders were present in person or by proxy:

Patrick G. Clark

In Person

Patrick G. Clark acted as chairperson and as secretary of the meeting. The chairperson declared that all shareholders of records received notice of the special meeting and its purpose, all of the shareholders were present in person or by proxy, and that all had executed a waiver of notice of the meeting. The chairperson then announced the purpose of the meeting was to consider the dissolution of Hermico, Inc. of Ft. Walton Beach and to adopt a plan of liquidation of the assets of Hermico, Inc. of Ft. Walton Beach, in a transaction qualifying under Internal Revenue Code §368 (F);

A discussion ensued and the following resolutions were unanimously adopted by the board of directors and shareholders of Hermico, Inc. of Ft. Walton Beach:

WHEREAS, the shareholders, upon recommendation of the directors of Hermico, Inc. of Ft. Walton Beach, have determined that it is advisable and beneficial for Hermico, Inc. of Ft. Walton Beach that it be liquidated and dissolved, in a transaction qualifying under Internal Revenue Code §368 (F); and

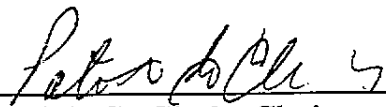
WHEREAS, the shareholders must and do hereby adopt a plan of liquidation and dissolution of Hermico, Inc. of Ft. Walton Beach;

RESOLVED, that the following plan of liquidation is adopted to assemble and marshal the assets of Hermico, Inc. of Ft. Walton Beach, pay or make adequate provisions for the debts of Hermico, Inc. of Ft. Walton Beach, and transfer all assets of Hermico, Inc. to Hermico, Inc., a Texas

corporation, in a transaction qualifying under Internal Revenue Code 368, subpart F, pursuant to :

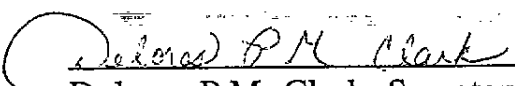
1. Hermico, Inc. of Ft. Walton Beach shall be liquidated pursuant to Section 333 of the Internal Revenue Code and Section 607.1401 of the Florida Statutes.
2. Hermico, Inc. of Ft. Walton Beach will distribute all of its property and assets during the month of December, 1997.
3. All liabilities and obligations of Hermico, Inc. of Ft. Walton Beach will be paid or discharged, or adequate provision will be made for them.
4. The officers of Hermico, Inc. of Ft. Walton Beach are authorized to transfer all the properties and assets of Hermico, Inc. of Ft. Walton Beach to Hermico, Inc., a Texas corporation.
5. The officers of Hermico, Inc. of Ft. Walton Beach are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including, but not limited to, the following:
 - a. executing any and all instruments of conveyance;
 - b. paying all taxes and fees;
 - c. executing all documents required by law to be filed;
 - d. retaining professional advisors, and
 - e. doing all other things necessary or convenient to effect the dissolution of Hermico, Inc. of Ft. Walton Beach.
6. After the provision for, or payment of, the known debts and liabilities of Hermico, Inc. of Ft. Walton Beach, the officers are authorized and directed to distribute the remaining cash or other assets of Hermico, Inc. of Ft. Walton Beach to Hermico, Inc., a Texas corporation, in such a manner as to qualify for transactions under Internal Revenue Code §368 (F).

There being no further business to come before the meeting, it was,
upon motion duly made, seconded, and unanimously carried, adjourned.



Patrick G. Clark, Chairperson

ATTEST:



Delores P.M. Clark, Secretary

RESOLUTION FOR DISSOLUTION
OF
HERMICO, INC.

WHEREAS, (specify underlying reasons or conditions necessitating dissolution, if desired);

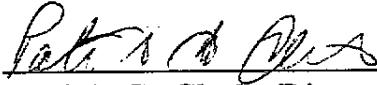
WHEREAS; the Board of Directors of HERMICO, INC., a Florida corporation, has determined that it is in the best interests of the Corporation and of its shareholders that the Corporation be dissolved; it is

RESOLVED, that it is recommended to the Shareholders of the Corporation that the Corporation be dissolved;

RESOLVED FURTHER, that the questions of dissolving the corporation be submitted to a vote of the Shareholders at a special meeting to be held on December 12, 1997 at 11:0 a.m., at the offices of Alexandra Haught, attorney;

RESOLVED FURTHER, that the Secretary of the Corporation is directed to give written notice of the shareholders' meeting to each shareholder of record entitled to vote, stating that the purpose of the meeting is to consider the advisability of dissolving the Corporation.

Executed on the 12th of December, 1997 at Ft. Walton Beach, Florida.



Patrick G. Clark, Director

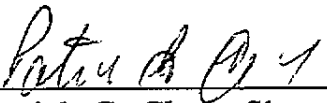
**WAIVER OF NOTICE OF THE SPECIAL MEETING
OF THE
SHAREHOLDERS OF HERMICO, INC.**

We the undersigned shareholders, hereby agree and consent that the special meeting of the shareholders of Hermico, Inc. be held on the date and time and at the place stated below for the purpose of considering the dissolution of Hermico, Inc. and we hereby waive all notice of the meeting and any adjournment of it.

Date of Meeting: December 12, 1997

Time of Meeting: 11:00 a.m.

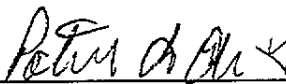
Place of Meeting: 5 Clifford Drive
Shalimar, FL 32579



Patrick G. Clark, Shareholder

**RATIFICATION OF MINUTES OF
SPECIAL MEETING OF SHAREHOLDERS OF
HERMICO, INC.**

We the undersigned shareholders of Patrick G. Clark, Inc. have read these minutes and hereby approve, ratify, and confirm all business transacted as reported in them, and in signification of our approval, ratification, and confirmation and of our consent to any and all acts done at the meeting do hereby sign our names.



Patrick G. Clark

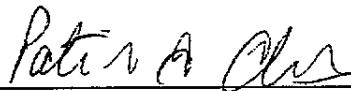
**WAIVER OF NOTICE OF THE SPECIAL MEETING
OF THE
DIRECTORS OF HERMICO, INC.**

We the undersigned directors, hereby agree and consent that the special meeting of the directors of Hermico, Inc. be held on the date and time and at the place stated below for the purpose of considering the dissolution of Hermico, Inc. and we hereby waive all notice of the meeting and any adjournment of it.

Date of Meeting: December 12, 1997

Time of Meeting: 11:00 a.m.

Place of Meeting: 5 Clifford Drive
Shalimar, FL 32579



Patrick G. Clark, Director

RESOLUTION OF SHAREHOLDERS TO DISSOLVE
HERMICO, INC.

WHEREAS, at a meeting of the Board of Directors of HERMICO, INC. held on December 12, 1997, at 5 Clifford Drive, Shalimar, FL 32579, the Board of Directors adopted a resolution recommending that the Corporation be dissolved and that the question of dissolution be submitted to the shareholders of the Corporation;

WHEREAS, the shareholders of the Corporation have duly met and considered the advisability of dissolving the Corporation;

RESOLVED, that the Corporation be dissolved;

RESOLVED, that the proper officers of this Corporation are hereby authorized and directed to take such steps as are necessary to give effect to this resolution.



PATRICK G. CLARK, Shareholder