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03 MAR 19 PM 4:05
CLERK OF DISTRICT COURT
JULIA A. HARRIS, CLERK
FLORIDA

Ps 3/31/03

February 6, 2003

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Fix-All, Inc.
Corporate Dissolution

Dear Sirs:

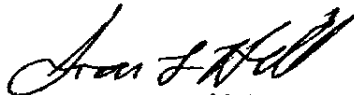
Please find enclosed the Articles of Dissolution for the above corporation for filing with your department, along with our check for \$35.00 to cover the fee charge. We have also enclosed a copy of the Articles for you to validate and return for our files.

Should you have any questions regarding this dissolution, please contact:

Ivan L. Hill
577 Scarlett Ridge
Sylvia, NC 28779

Thank you for your assistance.

Sincerely yours,

A handwritten signature in cursive script, appearing to read "Ivan L. Hill".

Ivan L. Hill
Fix-All, Inc.

Enc.

FILED

ARTICLES OF DISSOLUTION
OF
FIX-ALL, INC.

03 MAR 19 PM 4:05

CLERK OF THE STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Dissolution:

ARTICLE I - Name of Corporation

The name of the corporation is Fix-All, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II - Date of Dissolution Authorized

The dissolution of the Corporation was authorized on December 31, 2002.

ARTICLE III - Approval of Dissolution


The dissolution was approved by all shareholders and the Board of Directors of the Corporation by written consent dated December 31, 2002, pursuant to Sections 607.0704 and 607.0821 of the Florida Statutes.

ARTICLE IV - Effective Date of Dissolution

The Corporation shall be dissolved effective upon the filing of these Articles of Dissolution.

Dated this 31st day of December, 2002.

Fix-All, Inc.

By: 
Ivan L. Hill

CERTIFIED RESOLUTIONS

I, the undersigned, as President of Fix-All, Inc., a Florida corporation (hereinafter referred to as the "Corporation"), hereby certify that the Board of Directors of the Corporation duly adopted and approved the following resolutions by written consent dated December 31, 2002, pursuant to Section 607.0821 of the Florida Statutes, and that all of the shareholders of the Corporation duly adopted and approved the following resolution by written consent dated December 31, 2002, pursuant to Section 607.0704 of the Florida Statutes:

RESOLVED, that the Corporation be voluntarily liquidated and dissolved and that its officers are authorized and directed to take all actions necessary to implement such liquidation and dissolution under the laws of the State of Florida; and

FURTHER RESOLVED, that the complete liquidation and dissolution of the Corporation be effected as soon as possible under the Plan of Complete Liquidation and Dissolution attached hereto as Exhibit "A".

IN WITNESS WHEREOF, I hereby certify that the foregoing are true and complete copies of resolutions adopted and approved by the Board of Directors and all of the shareholders of the Corporation.

Dated this 31st day of December, 2002.

Fix-All, Inc.

By: 
Ivan L. Hill, President

EXHIBIT "A"

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
OF
FIX-ALL, INC.

1. As soon as possible following the adoption of this Plan of Complete Liquidation and Dissolution (the "Plan"), Fix-All, Inc., (hereinafter the "Corporation") will cease the active conduct of its business of the Corporation in complete liquidation.

2. The officers and Directors of the Corporation shall proceed with the voluntary dissolution of the Corporation under the laws of the State of Florida, including the filing of Articles of Dissolution.

3. The officers and Directors of the Corporation are hereby authorized, empowered and directed to do all things and take all actions which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including, without limitations, the execution and delivery of deeds, bills of sale, assignments, other instruments and documents, and the filing of returns and other documents with the appropriate officials of the State of Florida and the United States, including the final Federal and State corporate income tax returns and Forms 1096 and 1099.

WRITTEN CONSENT OF THE DIRECTORS
OF FIX-ALL, INC.
TO ACTION IN LIEU OF A MEETING
OF THE BOARD OF DIRECTORS OF FIX-ALL, INC.
PURSUANT TO SECTION 607.0821 OF THE FLORIDA STATUTES

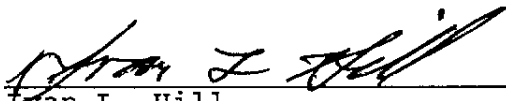
The undersigned, being all of the Directors of Fix-All, Inc., a Florida corporation (hereinafter referred to as the "Corporation"), hereby consent to, authorize, adopt and approve the following corporate actions and resolutions by written consent in lieu of a meeting of the Board of Directors of the Corporation pursuant to Section 607.0821 of the Florida Statutes:

RESOLVED, that the Corporation be voluntarily liquidated and dissolved and that its officers are authorized and directed to take all actions necessary to implement such liquidation and dissolution under the laws of the State of Florida; and

FURTHER RESOLVED, that the complete liquidation and dissolution of the Corporation be effected as soon as possible under the Plan of Complete Liquidation and Dissolution attached hereto as Exhibit "A"; and

FURTHER RESOLVED, that the Board of Directors of the Corporation hereby recommends that all of the shareholders of the Corporation authorize the liquidation and dissolution of the Corporation.

Dated this 31st day of December, 2002.


Ivan L. Hill

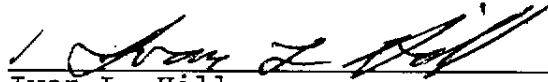
WRITTEN CONSENT OF THE SHAREHOLDERS
OF FIX-ALL, INC.
TO ACTION IN LIEU OF A MEETING
OF THE SHAREHOLDERS OF NICHOLS RANCH, INC.
PURSUANT TO SECTION 607.0704 OF THE FLORIDA STATUTES

The undersigned, being the shareholders of Fix-All, Inc., a Florida corporation (hereinafter referred to as the "Corporation"), hereby consents to, authorizes, adopts and approves the following corporate actions and resolutions by written consent in lieu of a meeting of the shareholders of the Corporation pursuant to Section 607.0704 of the Florida Statutes:

RESOLVED, that the Corporation be voluntarily liquidated and dissolved and that its officers are authorized and directed to take all actions necessary to implement such liquidation and dissolution under the laws of the State of Florida; and

FURTHER RESOLVED, that the complete liquidation and dissolution of the Corporation be effected as soon as possible under the Plan of Complete Liquidation and Dissolution attached hereto as Exhibit "A".

Dated this 31st day of December, 2002.


Ivan L. Hill