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January 13, 1998

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

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-01/15/98--01010--004
*****35.00 *****35.00

In re: Impact Resource Group, Inc.

Gentlemen:

Enclosed herein please find original and copy of Articles of Dissolution and Unanimous Written Consent of Shareholders to Voluntary Dissolution of a Florida Corporation with reference captioned corporation.

Check in the sum of \$35 is also enclosed representing your filing fee for same.

After filing the original, please conform the enclosed copy and return to the undersigned.

Thank you.

Very truly yours,

James P. Hahn

/h

Enclosure

V8 JAN 16 1998

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ARTICLES OF DISSOLUTION

FILED
98 JAN 15 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.267 of the Florida General Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is IMPACT RESOURCE GROUP, INC.

2. The names and respective addresses of the officers of the corporation are as follows:

NAME	OFFICE	ADDRESS
JACK R. HARRELL, JR.	President	P. O. Box 807 Lakeland, FL 33802
STEVE MARTIN	Vice President	P. O. Box 807 Lakeland, FL 33802
JACK R. HARRELL, SR.	Secretary/Treasurer	P. O. Box 807 Lakeland, FL 33802

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

NAME	ADDRESS
JACK R. HARRELL, JR.	P. O. Box 807 Lakeland, FL 33802
STEVE MARTIN	P. O. Box 807 Lakeland, FL 33802
JACK R. HARRELL, SR.	P. O. Box 807 Lakeland, FL 33802

4. All liabilities and obligations of the corporation have been paid or discharged.

5. All the property and assets of the corporation remaining after the payment of all debts, obligations and liabilities of the corporation, have been distributed among its shareholders in accordance with their respective rights and interests.

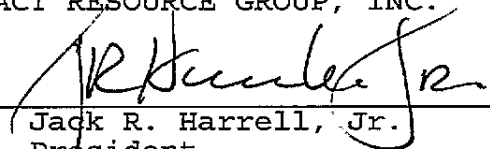
6. There are no actions pending against the corporation in any court.

7. The corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent as been signed by all shareholders of the corporation or signed in their names by their attorneys thereunto duly authorized. A copy of such written consent is attached to these articles.

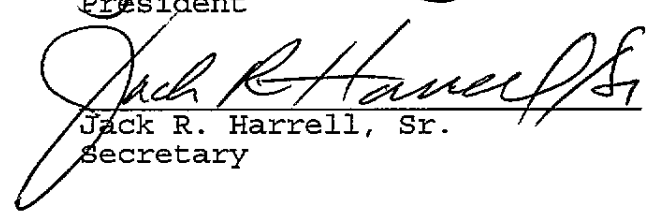
DATED September 30, 1997.

IMPACT RESOURCE GROUP, INC.

BY:



Jack R. Harrell, Jr.
President



Jack R. Harrell, Sr.
Secretary

STATE OF FLORIDA)

COUNTY OF POLK)

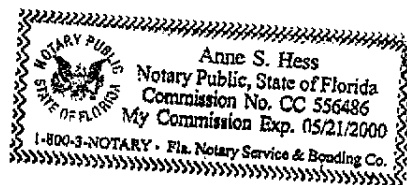
BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared JACK R. HARRELL, JR., and JACK R. HARRELL, SR., as President and Secretary respectively, of IMPACT RESOURCE GROUP,

INC., known to me and known by me to be the persons who executed the foregoing, and they acknowledged before me that they executed the same on behalf of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 30th day of September, 1997.




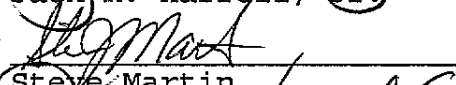
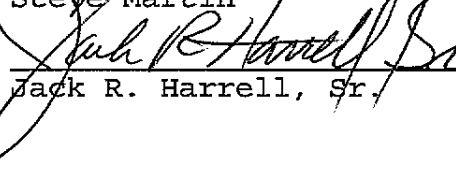
NOTARY PUBLIC - Anne S. Hess
STATE OF FLORIDA AT LARGE
My Commission expires:



UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS
TO VOLUNTARY DISSOLUTION OF A FLORIDA CORPORATION

We, the undersigned, being all of the shareholders of IMPACT RESOURCE GROUP, INC., a Florida corporation, do hereby consent to the voluntary dissolution of such corporation and do authorize and direct the appropriate officers of the corporation to take all steps necessary or appropriate to carry out the intent of this resolution.

In assent to the above, each of the undersigned stockholders has signed his or her name and dated the signing opposite the number of shares of the corporation held by him or her of record on such date.

SIGNATURE	DATE	NO. OF SHARES
 Jack R. Harrell, Jr.	September <u>30</u> , 1997	40
 Steve Martin	September <u>30</u> , 1997	50
 Jack R. Harrell, Sr.	September <u>30</u> , 1997	10