

P960000 44864

Alexandra Brown

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April 30, 2002

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

Re: Articles of Dissolution of Warrior Training Technologies, Inc.

Dear Sir or Madam:


Enclosed herewith please find an original and one copy of the Articles of Dissolution of Warrior Training Technologies, 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.

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

Sincerely,


Alexandra Brown
Attorney at Law

Enc.

FILED
02 MAY -2 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Voldis
Tr. Lewis 5/10/02

**ARTICLES OF DISSOLUTION
OF
WARRIOR TRAINING TECHNOLOGIES, INC.**

The name of this corporation is Warrior Training Technologies, Inc. It was organized under the laws of the State of Florida on the May 28, 1996, and assigned document number P96000044864.

The Corporation has elected to dissolve as of April 30, 2002 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 30th day of April, 2002 in Walton County, Florida.

By: _____

CARY NIEHANS, President

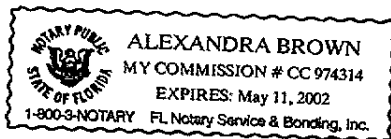
ATTEST:

CARY NIEHANS, Secretary

STATE OF FLORIDA
COUNTY OF WALTON

Before me personally appeared CARY NIEHANS, who is personally known to me to be the person who executed the foregoing Articles of Dissolution.

Executed this 30th day of April, 2002.



Alexandra Brown
Notary Public
My Commission Expires:

FILED
02 MAY -2 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**MINUTES OF THE SPECIAL MEETING
OF THE SHAREHOLDERS OF
WARRIOR TRAINING TECHNOLOGIES, INC.**

A special meeting of the shareholders of Warrior Training Technologies, Inc., a Florida corporation, was held at 66 Indigo Loop, Destin, FL 32550, on the 30th day of April, 2002 pursuant to the waiver of notice attached.

The following shareholders were present in person or by proxy:

CARY NIEHANS In Person

Cary Neihans 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 Warrior Training Technologies, Inc. and to adopt a plan of liquidation of the assets of Warrior Training Technologies, Inc.

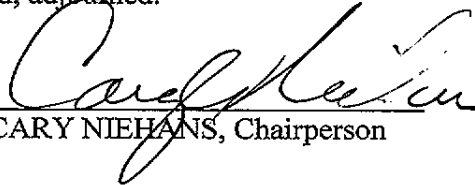
After due deliberation and motions duly made and seconded, it was unanimously decided as follows:

1. Warrior Training Technologies, Inc. shall be liquidated pursuant to Section 333 of the Internal Revenue Code and Section 607.1401 of the Florida Statutes.
2. Warrior Training Technologies, Inc. will distribute all of its property and assets during the month of April, 2002.
3. All liabilities and obligations of Warrior Training Technologies, Inc. will be paid or discharged, or adequate provision will be made for them.
4. The officers of Warrior Training Technologies, Inc. are authorized to transfer all the properties and assets of Warrior Training Technologies, Inc. in such a manner as to pay off all justified and reasonable debts of the corporation.
5. The officers of Warrior Training Technologies, Inc. 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 Warrior Training Technologies, Inc.

6. After the provision for, or payment of, the known debts and liabilities of Warrior Training Technologies, Inc., the shareholders anticipate no funds to remain.

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


CARY NIEHANS, Chairperson

ATTEST:


Cary Niehans, Secretary

RESOLUTION OF SHAREHOLDERS TO DISSOLVE CORPORATION

WHEREAS, at a meeting of the Board of Directors of Warrior Training Technologies, Inc.. held on April 30, 2002, at the offices of the attorney for the Corporation in Destin, Florida, 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.


CARY NIEHANS, Shareholder

**RESOLUTION FOR DISSOLUTION
OF
WARRIOR TRAINING TECHNOLOGIES, INC.**

WHEREAS, the business for which the corporation was formed has become defunct, and;


WHEREAS; the Board of Directors of WARRIOR TRAINING TECHNOLOGIES, 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 April 30, 2002 at 10:00 a.m., at the offices of the Alexandra Brown, attorney;

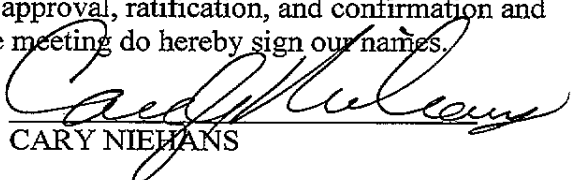
RESOLVED FURTHER, that the Secretary of the Corporation is directed to give written notice of the shareholders' meeting to each shareholder of record entitled to vote, stating that the purpose of the meeting is to consider the advisability of dissolving the Corporation.

Executed on the 30th day of April, 2002 at Destin, Florida.


CARY NIEHLANS, Director

**RATIFICATION OF MINUTES OF
SPECIAL MEETING OF SHAREHOLDERS OF
WARRIOR TRAINING TECHNOLOGIES, INC.**

We the undersigned shareholders of Warrior Training Technologies, 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.


CARY NIEHANS


**WAIVER OF NOTICE OF THE SPECIAL MEETING
OF THE
DIRECTORS OF WARRIOR TRAINING TECHNOLOGIES, INC.**

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

Date of Meeting: April 30, 2002

Time of Meeting: 10:00 a.m.

Place of Meeting: 66 Indigo Loop South
Destin, Florida 32550



CARY NIEHANS, Director