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November 7, 1997

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee FL 32314

Re: Dissolution of Surveyfert International Corporation

600002345866--8
-11/13/97--01031--004
*****35.00 *****35.00

Dear Sir or Madam:

Please find enclosed for filing the Articles of Dissolution for the above corporation, along with the appropriate fee.

Please send me a confirmation of the filing of the Articles of Dissolution. Thank you for your assistance.

Sincerely,


Joseph B. McFarland, P.A.
For the Firm

cc: Fabrice Tardy

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 13 PM 1:41

Diss.
11-17-97
CC

**ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 607.1403 OF THE
FLORIDA BUSINESS ACT OF
SURVEYFERT INTERNATIONAL CORPORATION**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 NOV 13 PM 1:41

To: Florida Department of State
Tallahassee, Florida 32314

Date Paid: _____
Filing Fee: _____

Pursuant to the provisions of Section 607.1403 of the Florida Business 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 SURVEYFERT INTERNATIONAL CORPORATION.
2. The names and respective addresses of the officers of the corporation are as follows:

Name	Office	Address
Fabrice Tardy	President	125 Route de la Bouille 76530 Mauny France
Charles Lecomte	Executive V-P & Secretary	Rte. Nat'l 2I de Kawemi Mauoudrou 97600 Mayotte France
Darrell Lowe	Vice-President	1432 Buckner Road Valrico, FL 33594
Robert Jorens	Treasurer	7, ave. des Coquelicots 1410 Waterloo Belgium

3. The name and respective address of the sole director of the corporation is as follows:

Name	Address
Fabrice Tardy	125 Route de la Bouille 76530 Mauny France

4. Dissolution was authorized on October 27, 1997.
5. Dissolution was authorized by Fabrice Tardy, as President and Managing Director of

Surveyfert S.A., the sole shareholder of Surveyfert International Corporation.

6. Adequate provision has been made for the payment of all the liabilities of all of the liabilities and obligations of the corporation.
7. 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.
8. There are no actions pending against the corporation in any court.
9. The corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has been signed by all shareholders of the corporation or signed in their names by their duly authorized attorneys. A copy of the written consent and resolution is attached to these articles.

IN WITNESS WHEREOF, the undersigned Vice-President of this corporation has executed these Articles of Dissolution this 28th day of October, 1997.

Surveyfert International Corporation

By: *Darrell M. Lowe*
Darrell M. Lowe, Vice-President

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

I HEREBY CERTIFY that before me, the undersigned authority, this day appeared Darrell M. Lowe, to me ___ personally known or provided Michigan ID as identification, and who signed the foregoing Articles of Dissolution, and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

WITNESS my hand and official seal at Tampa, Florida, this 28 day of October, 1997.

Allison G. Packlick

NOTARY PUBLIC



ALLISON G. PACKLICK
COMMISSION # CC 685817
EXPIRES: OCT 5, 2001
Bonded Thru
Atlantic Bonding Co., Inc.

UNANIMOUS WRITTEN ACTION BY CONSENT IN LIEU OF MEETING OF BOARD OF DIRECTORS AND SHAREHOLDERS OF SURVEYFERT INTERNATIONAL CORPORATION, a Florida corporation

Pursuant to the authority granted by Florida Statutes Section 607.0821, the undersigned, being the sole director of SURVEYFERT INTERNATIONAL CORPORATION, a Florida corporation, and the P.D.G. of Surveyfert S.A., the sole shareholder, unanimously waive notice of meeting, take the following action, and adopt and consent to the following resolutions without a meeting,:

Approval of Dissolution:

RESOLVED, that Surveyfert International Corporation, a Florida corporation, be dissolved.

FURTHER RESOLVED, that Darrell M. Lowe, as Vice-President of Surveyfert International Corporation, be authorized to sign the Articles of Dissolution.

FURTHER RESOLVED, that the Plan of Dissolution of this Corporation be adopted.

Cessation of Business:

RESOLVED, that the appropriate officers of the corporation are directed to cease the business operations of the corporation, except any action that may be necessary to wind up and liquidate the corporation's business and affairs and to take any further action that may be necessary or appropriate to carry out the intent of this resolution.

FURTHER RESOLVED, that approval of this resolution and the Plan of Dissolution be effective by faxed signatures.

DATED this 27 day of October, 1997

DIRECTOR:



Fabrice Tardy

SHAREHOLDER:



SURVEYFERT S.A.
FABRICE TARDY
PRESIDENT DIRECTEUR GENERAL

Fabrice Tardy, as P.D.G. of Surveyfert S.A.