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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

Octobor 25, 1996

CAPITAL CONNECTION, INC. 417 E. VIRGINIA STREET SUITE 1 TALLAHASSEE, FL 32301

SUBJECT: GLOBALSERVICE.NET, INC.

Ref. Number: W96000022807

We have received your document for GLOBALSERVICE.NET, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

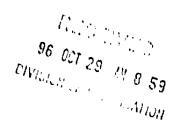
If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown Corporate Specialist

Letter Number: 096A00049464



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State



Octobor 28, 1996

CAPITAL CONNECTION, INC. 417 E. VIRGINIA STREET SUITE 1 TALLAHASSEE, FL 32301

SUBJECT: GLOBALSERVICE.NET, INC.

Ref. Number: W96000022807

We have received your document for GLOBALSERVICE.NET, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

PLEASE SEE TWO DIFFERENT ADDRESSES IN ARTICLE IV.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register Corporate Specialist Supervisor

Letter Number: 696A00049656

Multed y gen

ARTICLES OF INCORPORATION OF "Global Service, Net, Inc." A FLORIDA CORPORATION

ARTICLE I



The name of the corporation is GlobalService.Net, Inc.

ARTICLE II Duration and Purpose

The period of existence of the corporation is perpetual. The purpose of the corporation is to engage in the business of the sale, marketing and development of electronic / telephone access to the World Wide Web / Internet by way of the World Wide Web Registered Domain Names of globalservice.net, globalservice.com, progressivepc.com or any other legally registered World Wide Web Domain Name Site, and sale of individual and corporate World Wide Web / Internet Sites, including, but not limited to the sale, marketing and development of computer hardware, software and related products, and the transaction of any and all lawful business for which corporations may be incorporated under the Florida Department of State Business Corporation Code.

ARTICLE III Principle Office and Mailing Address

The mailing address of the initial principal office of the corporation is GlobalService.Net,Inc., 10991-55 San Jose Boulevard, Suite 242, Jacksonville, Florida 32223.

ARTICLE IV Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 406 North Wild Olive Avenue, Daytona peach, FL 32118. The initial registered agent for service of legal process is David Beck, c/o Tindell & Beck, 406 North Wild Olive Avenue, Daytona Beach, Florida, 32118.

ARTICLE V Authorized Shares

The corporation is authorized to issue 300,000 shares of common stock having par value of ten and 00/00 (\$10.00) a share.

ARTICLE VI Termination of Board Members / Directors

The CEO shall have the exclusive authority to terminate any Board Member / Director at his/her discretion in the event that it has been determined by the CEO that continuation of said members' presence and membership has been, will be, or could be detrimental to the operation of the corporation or would interfere with the conduction of normal business and/or has violated the rules and regulations of the corporation as outlined in the by-laws and policies and procedures of the corporation or has performed an illegal act that would jeopardize the corporation or its' subsidiaries. Said termination and buy-out of shares of stock will be handled in accordance with Article VII.

ARTICLE VII Buy Out and Buy-Back of Shares

Each initial shareholder shall reserve the right to initiate the following "Buy-Back" provision and remove his/her self as a Shareholder / Director of the corporation: If a Shareholder / Director wishes to exercise said right, they will notify the CEO / Chairman of the Board by way of Certified Mail thirty (30) days before he/she shall exercise this right. Upon receipt of the Certified Letter, the CEO / Chairman of the Board or his/her designee shall prepare a document confirming receipt of the letter and shall also prepare a document outlining the following buyout provisions: The Shareholder / Director will turn all of his/her shares over to the CEO and will, within 30 days be paid a sum equal to five (5) times the annual earnings per share after the shares have been received by the CEO. Upon completion of this transaction, said shareholder shall give up and release all rights, profits, claims or right to legal action of any kind against the corporation.

Terminated Shareholder / Director Clause: If a Shareholder / Director is terminated as described in Article VI, the same above reimbursement shall apply unless the termination is a result of an illegal activity against or within the company, tort or for any other reason that would cause the corporation to seek or implement legal action against said terminated shareholder. In such case, that shareholders' shares will be held in a non interest or dividend bearing escrow account until such time that the legal issue has been resolved to the satisfaction of the board of directors. At that time, the shareholder will be paid in the manner as described in the paragraph above.

ARTICLE VIII Incorporators

The names and addresses of the incorporators are:

Michael W. Franklin, CEO/President/Chairman of the Board 1488 Mallard Lake Avenue Jacksonville, Florida 32259

> Wayne M. Levitt / Shareholder Only 12584 Mandarin Road Jacksonville, Florida 32223

David J. Mummery, Jr. / Vice-President, Web Services 11649 St. Joseph's Road Jacksonville, Florida 32223

Harlin R. Silvers / Vice-President Technical Services 12513 Caron Drive Jacksonville, Florida 32258

Katrina L. Bishop / Chief Financial Officer/Secretary 3631 Cameron Crossing Drive Jacksonville, Florida 32223

Charles A. Schmidt / Vice-President, Operations 11314 Fairforest Lane Jacksonville, Florida 32223

ARTICLE IX Directors

The names and addresses of the persons constituting the initial Board of Directors who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are as follows

Michael W. Franklin, CEO/President/Chairman of the Board 1488 Mallard Lake Avenue Jacksonville, Florida 32259

> Wayne M. Levitt / Shareholder Only 12584 Mandarin Road Jacksonville, Florida 32223

David J. Mummery, Jr. / Vice-President, Web Services 11649 St. Joseph's Road Jacksonville, Florida 32223

Harlin R. Silvers / Vice-President Technical Services 12513 Caron Drive Jacksonville, Florida 32258

Katrina L. Bishop / Chief Financial Officer/Secretary 3631 Cameron Crossing Drive Jacksonville, Florida 32223

Charles A. Schmidt / Vice-President, Operations 11314 Fairforest Lane Jacksonville, Florida 32223

ARTICLE X Addendum's

There are attached addendum's and by-laws associated with this document that have been agreed to and voted on by the Board of Directors. At this writing, Appendix "A" is the only attached document. Corporate by-laws, Policies, Rules and Regulations shall be established within seven days of confirmation of incorporation.

ARTICLE XI

Stockholder Share Distribution

The initial distribution of corporate stock will be in the quantities of shares as follows:

Michael W. Franklin, CEO/Chairman of the Board / President 130,000 Shares

Wayne M. Levitt, Shareholder Only 60,000 Shares

David J. Mummery, Vice-President, Web-Services 20,000 Shares

Harlin R. Silvers, Vice-President, Technical Services 20,000 Shares

Katrina L. Bishop, Chief Financial Officer / Secretary 15,000 Shares

Charles A. Schmidt, Vice-President, Operations 10,000 Shares

45,000 Shares will be left available for sale or distribution at the discretion of the CEO.

Each Director / Shareholder will receive printed Stock Certificates as soon as they become available.

IN WITNESS THEREOF, we and each of us, have executed these articles of incorporation this day of October 1996.

Michael W. Franklin, CEO/Chairman of the Board/President

Incorporator

Wayne M Levitt, Shareholder

Incorporator

David J. Mummery, Jr., Vice-President, Web Services

Incorporator

Page 5 Harlin R. Silvers, Vice-President, Technical Services Incorporator

Katina L. Bishop, Chief Financial Officer / Secretary Incorporator

Charles A. Schmidt, Vice-President, Operations

Incorporator

GlobalService.Net,Inc. Articles of Incorporation APPENDIX "A"

Initial Rules and Regulations Regarding Repayment and Equity Distribution

- No dividends will be paid to any shareholders until such time as Mr. Wayne Levitt and Mr. Michael W. Franklin have been reimbursed from profits of the corporation for their initial venture investments. Mr. Levitt shall be reimbursed \$20,000.00 (twenty thousand dollars) and Mr. Franklin shall be reimbursed \$130,000.00 (one hundred thirty thousand dollars). During this period of reimbursement, all other shareholders shall be paid a bi-weekly salary in an amount approved by the board of directors. Salaries shall be paid first during any month with the remainder of profits being paid equally between Mr. Levitt and Mr. Franklin to reduce company debt to them. Once these debts have been satisfied, each shareholder shall be paid equity that is in accordance with the number of shares that they hold.
- Mr. Wayne Levitt shall receive a monthly Profit and Loss report statement and a company
 Balance Sheet no later than the 15th of each month for the previous calendar month's business
 transactions. This information shall be supplied to Mr. Levitt by the CFO / Secretary.
- 3. The CEO of Franklin Progressive Resources, Inc., a Florida Corporation d/b/a Progressive PC has obtained 40,000 shares of stock from four (4) of the original directors of Ashtee Micro Alliance Group, Inc., a Georgia based corporation through order of the Court in the Fourth Judicial Circuit of the State of Florida. This action has increased his holdings to 51,000 (fifty-one thousand) shares, and therefore makes him the majority shareholder and owner of Ashtee Micro Alliance Group, Inc.. Upon incorporation of GlobalService.Net, Inc. the CEO of Franklin Progressive Resources and Ashtee Micro Alliance Group, Inc., shall sell Ashtee Micro Alliance Group, Inc. to GlobalService.Net, Inc. for the price of \$1.00 (one dollar). Once this transaction has taken place, GlobalService.Net shall take and possess any and all rights to Ashtee Micro Alliance Group, Inc. and its' holdings.

IN WITNESS THEREOF, 1. Michael W. Franklin, CEO/Chairman of the Board/President of GlobalService.Net, Inc. have executed this document this 2360 day of October, 1996.

Michael W. Franklin, CES/President/Chairman of the Board

GlabalService.Net.Inc.

Notary Public

HARLIM SILVERS
NOTARY PUBLIC, STATE OF FLORIDA
My commission scrives Mar. 21, 1997
Commission No. CC270221

CERTIFICATE OF DESIGNATION RECISTERED ACENT/REGISTERED OFFICE

PALLANASSEE FLORIDA

Pursuant to the provisions of section 607.0501, Plorida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1.	The	name	cf i	the	corp	oration	n 10:	Glo	alServi	co , .io	t. Inc.	
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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

JAKE.

D. LAMAR SMITH, P.A.

Attorney at Law

6620 Southpoint Drive North Suite 210, Mailbox 10 Jacksonville, FL 32216 (904) 281-9200 Beaches Office 13835 Longs Landing Road E. Jacksonville, FL 32225 (904) 220;8727

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P96000088764

February 5, 1997

Ms. Sandra B. Mortham Secretary of State Florida Department of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Dear Ms. Mortham:

We have enclosed the original Amendment of Articles of Incorporation of Global Service Net, Inc., together with a copy of the Corporate Meeting. Also enclosed is our check number 1739 in the amount of \$35.00 as a filing fee with respect to the filing of the amendment.

Thank you for your attention to this matter.

Sincerely,

D/. LAMAR SMITH, P.A.

Venita M. King
Bankruptcy Secretary to
D. Lamar Smith, Esquire

VMK doc\letters\Franklin.ltr

FILED
97 MAR 17 AM ID: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Fobruary 12, 1997

Venita M. King D. Lamar Smith, P.A. 6620 Southpoint Dr., North, Suite 210 Jacksonville, FL 32216

SUBJECT: GLOBALSERVICE.NET, INC.

Ref. Number: P96000088764

We have received your document for GLOBALSERVICE.NET, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

Please list each person title under their signatures. Since the amendment was adopted by the directors, it should be signed by the directors.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris Corporate Specialist

Letter Number: 897A00007496



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

March 10, 1997

Venita M. King D. Lamar Smith, P.A. 6620 Southpoint Dr., North, Suite 210 Jacksonville, FL 32216

SUBJECT: GLOBALSERVICE.NET, INC.

Ref. Number: P96000088764

We have received your document for GLOBALSERVICE.NET, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the amendment was adopted by the board of directors, a statement that shareholder approval was not required must also be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Letter Number: 597A00012124

Steven Harris Corporate Specialist AMENDMENT TO ARTICLES OF INCORPORATION OF GLOBALSERVICE NET, INC.

1. RECITATIONS

WHEREAS, a meeting of the corporate directs of Globalservice. Net, Inc., was held on or about February 3, 1997, pursuant to the corporate minutes attached hereto and made a part hereof by this reference, and

WHEREAS, a quorum of directors authorized to vote their respective pro-rata equity interests were present at the foregoing meeting, and

WHEREAS, the corporation by and through its undersigned principals is desirous of inducing one Robert Black to make a capital contribution in the amount of \$15,000.00 in order to abet corporate functioning, and

WHEREAS, as consideration for the foregoing capital contribution the said Mr. Black will require the issuance of 60,000 shares of certificated stock representing twenty percent (20%) of all non-dilutable outstanding corporate equity, and

WHEREAS, a restructuring and redistribution of the respective interests of those present and authorized to vote is deemed necessary in order to effectuate the foregoing conditions, and

WHEREAS, such a redistribution and reorganization necessarily involves the amendment to Articles VI, VII and XI of the Articles of Incorporation filed with the Florida Secretary of State on or about October 29, 1996

NOW, THEREFORE, let the following alterations constitute duly enacted amendments to the foregoing Articles:

ARTICLE VI

Article VI is hereby terminated and revoked.

ARTICLE VII

Article VII is hereby terminated and revoked.

AMENDED ARTICLE XI

Let the following line item tabulation reflect the respective

equity interests of each and every corporate shareholder:
It is hereby expressly understood that shareholder approval is not required
in order to adopt this Amendment.

Michael W. Franklin, 70,000 shares

Robert Black 60,000 shares

Robert C. Sanford 35,000 shares

WAYNE M. LEVITT 60,000 shares

D. LAMAR SMITH, JR. 45,000 shares

KATRINA L. BISHOP 10,000 shares

HARLIN R. SILVERS 20,000 shares

IN WITNESS THEREOF, we and each of us, have executed this Amendment to Articles of Incorporation this 4th day of February , 1997.

Lamar Smith, J., Director 4

Michael W. Franklin, Director

Robert C. Sanford, Director

Katring L. Bishop, Director

Harlin R. Silvers, Director

Robert Black, D

Global Service Net, Inc. Corporate Meeting

Date :

February 3, 1997

Location :

6620 Southpoint Dr. N., Sto. 210, Jacksonville, FL

Time

7:00 PM

Attendants:

Michael W. Franklin

D. Lamar Smith

Robert C. Sanford

Katrina L. Bishop

Harlin R. Silvers

Tobel C. Sanfred

MINUTES

This reflects the meeting of the principals of Global Service Net, Inc. Present in this meeting were D. Lamar Smith, Michael W. Franklin, Robert C. Sanford, Katrina L. Bishop and Harlin R. Silvers, the foregoing Equity Owners and Directors representing a quorum of interested parties authorized to vote on the following measures thereafter made the following proposals:

PROPOSALS:

- 1. By: D. Lamar Smith: Corporation to relinquish 20% equity to induce capital infusion. As consideration for a capital infusion in the amount of \$15,000 to Mr. Robert Black the following measures were proposed:
 - a. Michael W. Franklin to relinquish 60,000 shares in order to reduce his overall equity interest in the company to 70,000 shares
 - b. The foregoing relinquishment of 60,000 shares will be re-issued to Robert Black as an inducement for

- his participation in corporate affairs as a shareholder, director and signatory on all corporate accounts.
- c. 35,000 outstanding shares heretofore owned by the corporation to be issued in favor of Robert C. Sanford, C.P.A., as consideration for his participation as an equity owner and director in the corporation.
- d. No further dilution of equity without a majority pro-rata vote of all directors authorized to vote to the extent of their respective equity interests.
- e. Monthly corporate meetings to be held at a to-bespecified location on at to-be-specified time on a regular basis each and every month hereinafter.
- f. Double signatures on all corporate checks to be required henceforth. In the interest of timeliness, four signatories to be authorized with respect to all accounts and corporate remittances, with a minimum of two signatures of the foregoing signatories required in order to make a money transaction. Proposed signatories are Michael W. Franklin, Robert Black, Robert C. Sanford and Wayne M. Levitt.

Proposals each seconded and Unanimously Approved. They become Resolutions.

- 2. By: Michael W. Franklin: Corporation to authorize interim salaries.
 - a. \$350.00 per week to Michael W. Franklin.

Proposal Seconded and Unanimously Approved. It becomes a Resolution.

b. \$300.00 per week to scott Franklin.

Proposals Seconded and Unanimously Approved. It becomes a Resolution.

3. By: Michael W. Franklin: Corporation to purchase and circulate 2,500.00 Pre-formatted Internet Access Disks at a cost of \$2,500.00.

Proposal Seconded and Unanimously Approved. It becomes a Resolution.

4. By: Michael W. Franklin: Corporation to purchase advertisements in Florida Times Union on consecutive Sundays beginning February 9, 1997 at a to-be-specified cost in order to take advantage of favorable publicity from TV show "America's Most Wanted".

Proposal Seconded and Unanimously Approved. It becomes a Resolution.

5. By: D. Lamar Smith: Corporation to meet as soon as possible upon capital contribution by Robert Black in order to discuss specific implementation of the foregoing Resolutions.

Proposal Seconded and Unanimously Approved. It becomes a Resolution.

Meeting adjourned: 9:05 PM

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Examiner's Initials



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

May 5, 1997

D. LAMAR SMITH, ESQ. 6620 SOUTHPOINT DRIVE N. JACKSONVILLE, FL 32216

SUBJECT: GLOBALSERVICE.NET, INC. Ref. Number: P96000088764

We have received your document for GLOBALSERVICE.NET, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard Corporate Specialist

Letter Number: 297A00023318





ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles a dissolution:

tiko::	ine name of the corporation is:
SECOND	: The date dissolution was authorized:^pril 8, 1997
THIRD:	Adoption of Dissolution (CHECK ONE)
Dissolu appr	tion was approved by the shareholders. The number of votes cast for dissolution was sufficient for roval.
Dissolut	tion was approved by vote of the shareholders through voting groups.
	of votes cast for dissolution was sufficient for
approval by	(young group)
	Signed this
Signature	All.
(By the	Chairman or Vice Chairman of the Board, Presson, or other officer)
	D. Lamar Smith, Jr.
	(Typed or printed name)
	Director
	(1159)