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**THE SOLUTIONS GROUP**

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William F. Poole, IV  
Financial Planner\*  
Debt Reduction  
Wealth Accumulation  
Retirement Planning  
Business Succession  
Investment Management

January 19, 2001

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-01/22/01--01121--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

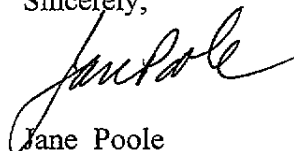
RE: Sesco International, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Dissolution of Sesco International, Inc. Our check in the amount of \$35.00 is enclosed for filing fee.

Please advise if additional information or action is needed from our office.

Sincerely,

  
Jane Poole

WILLIAM F. POOLE, IV, P.A.

Enclosures

FILED  
01 JAN 22 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION**  
**OF**  
**SESCO INTERNATIONAL, INC.**

WHEREAS, the undersigned officers of SESCO INTERNATIONAL, INC., do hereby submit these Articles of Dissolution to the Secretary of State for the purpose of dissolving SESCO INTERNATIONAL, INC., and state as follows:

a. Name of corporation to be dissolved:

**SESCO INTERNATIONAL, Inc.**

b. Name and address of the officers of the corporation to be dissolved:

**Mike Segal, President/Treasurer**  
**737 Shotgun Road**  
**Fort Lauderdale, Florida 33326**

**Marshall Graham, Secretary**  
**1201 Fairview Avenue**  
**Winter Park, Florida 32789**

c. Name and address of the directors of the corporation to be dissolved:

**Mike Segal - 737 Shotgun Road, Fort Lauderdale, Florida 33326**  
**Marshall Graham - 1201 Fairview Avenue, Winter Park, Florida 32789**

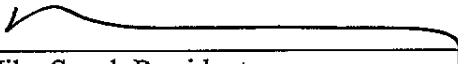
d. All liabilities and obligations of the corporation have been discharged.

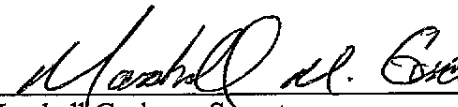
e. All remaining property and assets of the corporation have been distributed among the Shareholders in accordance with their respective rights and interest.

f. There are no actions pending against the corporation in any Court and to the best of its knowledge has no Judgment, Order or Decree which has been entered against or is pending against the corporation.

g. The corporation elected to dissolve by act of the corporation, a copy of said Resolution to Dissolve, adopted by unanimous consent of all the Shareholders and all the Directors of the Corporation was consented to on the 15 day of day of January, 2000, and is attached hereto and made a part hereof.

Dated: 1-16-01

  
Mike Segal, President

  
Marshall Graham, Secretary

FILED  
01 JAN 22 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

WRITTEN CONSENT IN LIEU OF MEETING  
SHAREHOLDERS/DIRECTORS  
(COMBINED MEETING)  
SESCO INTERNATIONAL, INC.

The undersigned, being all of the Shareholders and Directors of the above named Corporation entitled to vote, hereby take the following action(s) by written consent in lieu of a Special Meeting or Annual Meeting of the Board of Directors and Shareholders:

WHEREAS, Sesco International, Inc. has ceased doing business, the Shareholders and Directors of Sesco International, Inc., believe it to be in the best interest of the corporation for the corporation to be dissolved.

RESOLVED:

SESCO INTERNATIONAL, INC. will cease doing business as of December 31, 2000 and the corporation shall be dissolved upon filing of Articles of Dissolution with the Secretary of State as soon thereafter as practical. Secretary of the corporation is authorized to sign and cause all necessary documents to be filed to accomplish the dissolution of the corporation.

FURTHER RESOLVE, that all actions taken on behalf of this Corporation by the Officers and Directors in connection with the foregoing resolutions by and the same are hereby ratified and confirmed in all respects.

SHAREHOLDERS:

Lighting  
Sesco ~~Electrical Sales Co.~~, Inc. 90%

DATED:

1-16-01

By:

Marshall Graham  
Marshall Graham, President

Farrey's Wholesale Hardware Co., Inc. 10%

DATED: 1-15-01

By:

J. F. Farrey  
J. F. Farrey, President

DIRECTORS:

DATED: 1-15-01

Mike Segal  
Mike Segal

DATED:

1-16-01

Marshall Graham  
Marshall Graham