

**HENDERSON
KEASLER**
LAW FIRM

P 97060007698

Alan D. Henderson

Frank R. Keasler Jr.

Robert H. Sturgess

Sean A. Espenship

April 20, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Worldwide Freight Consultants, Inc.

Dear Madam/Sir:

Enclosed for filing are the Articles of Dissolution regarding the above referenced corporation along with our firm's check in the amount of \$35.00 for the filing fee.

Please acknowledge receipt of these documents by date stamping the enclosed copy of this letter and returning same in the self-addressed, postage paid envelope provided for your convenience.

If you have any questions in this regard contact our firm.

Sincerely,

HENDERSON KEASLER LAW FIRM

Sean A. Espenship

SAE/kk

Enclosure

400004045674--7
-04/24/01--01015--003
*****35.00 *****35.00

G:\K\K0635\secty st ltr2.DOC

FILED
01 APR 23 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vol...

T. LEWIS MAY 1 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 17, 2001

Sean A. Espenship
Henderson Keasler Law Firm
4309 Pablo Oaks Ct., Ste 200
Jacksonville, FL 32224

SUBJECT: WORLDWIDE FREIGHT CONSULTANTS, INC.
Ref. Number: P97000007698

We have received your document for WORLDWIDE FREIGHT CONSULTANTS, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fee to file articles of dissolution or a certificate of withdrawal is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 301A00022544



P97000007698

Alan D. Henderson
Frank R. Keasler Jr.

Robert H. Sturgess
Sean A. Espenship

April 9, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Worldwide Freight Consultants, Inc.

Dear Madam/Sir:


Enclosed for filing are the Articles of Dissolution regarding the above referenced corporation.

Please acknowledge receipt of these documents by date stamping the enclosed copy of this letter and returning same in the self-addressed, postage paid envelope provided for your convenience.

If you have any questions in this regard contact our firm.

Sincerely,

HENDERSON KEASLER LAW FIRM


Sean A. Espenship

SAE/ck.

Enclosure

cc: Daniel Nebus

G:\K0600\secty st ltr.DOC

RECEIVED
AM 8:01
01 APR 16
DIVISION OF CORPORATIONS

**ARTICLES OF DISSOLUTION OF
WORLDWIDE FREIGHT CONSULTANTS, INC.**

The undersigned, **Worldwide Freight Consultants, Inc.**, a Florida corporation, pursuant to Section 607.1402 of the Florida Statutes (1993) by the hand of its President and attested by its Secretary, hereby sets forth its Articles of Dissolution and shows:

ARTICLE I.

The name of the corporation is: **Worldwide Freight Consultants, Inc.**

ARTICLE II.

The names and respective addresses of its current officers are as follows:

President	Daniel E. Nebus
Secretary/ Treasurer	Daniel E. Nebus

FILED
01 APR 23 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III.

The names and respective addresses of the Company's directors are as follows:

Daniel E. Nebus	837 Sawyer Run Lane Ponte Vedra Beach, FL 32082
-----------------	--

ARTICLE IV.

Adequate provision has been made for all debts, obligations and liabilities of the Company.

All of the remaining property and assets of the Company will have been distributed to the Shareholders of the Company on or before December 31, 2000 in accordance with their respective rights and interests.

There are no actions pending against the Company in any court.

ARTICLE V.

Attached hereto as Exhibit A is a copy of the resolutions whereby the Directors and Shareholders of the Corporation elected to dissolve the Corporation and adopted a Plan of Complete Liquidation at a joint meeting on December 13th, 2000.

Notice of adoption of a Plan of Complete Liquidation of the Company has been mailed to each known creditor of and claimant against the Company, if any.

These Articles of Dissolution shall be effective December 15th, 2000.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed by this Company this 13th day of December, 2000.

Danny Nebus, President
BY: Daniel E. Nebus
ITS: President

Danny Nebus Secretary
Daniel E. Nebus, Secretary

The foregoing Articles of Dissolution were acknowledged before me this 13th day of December, 2000, by **Daniel E. Nebus, the President and Secretary of Worldwide Freight Consultants, Inc.,**

Produced _____ as identification.

My Commission Expires:



G:\K\K0635\00\DISSOLVE.ART

EXHIBIT "A"

**SPECIAL JOINT MEETING OF DIRECTORS
AND SHAREHOLDERS OF
WORLDWIDE FREIGHT CONSULTANTS, INC.**

A special joint meeting of the Board of Directors and Shareholders of WORLDWIDE FREIGHT CONSULTANTS, INC., a Florida Corporation, was held at the office of Henderson Keasler Law Firm, 4309 Pablo Oaks Court, Suite 200, Jacksonville, Florida 32224 on the 13th day of December, 2000 at 10:00 a.m., pursuant to the consent and waiver of notice.

Present was Daniel E. Nebus as the sole Director, Shareholder and Chairman of the corporation. Also present was Sean A. Espenship, Esq. counsel to the Corporation.

Sean A. Espenship, Esq. called the meeting to order and Daniel E. Nebus acted as Secretary of the meeting.

The Secretary of the meeting presented a written waiver of notice of the time, place, and purposes of the meeting signed by the directors and shareholders, which, on motion duly adopted, was approved and ordered annexed to the minutes of the meeting.

The Chairman, then stated the purposes of the meeting and outlined the proposed plan of complete liquidation and dissolution of the Company.

After full consideration and upon motion duly made, seconded, and unanimously carried, it was

RESOLVED, that the Company be completely liquidated and dissolved; and

FURTHER RESOLVED, that the complete liquidation and dissolution of the Company be effected under the following Plan of Complete Liquidation and Dissolution:

**PLAN OF COMPLETE
LIQUIDATION AND DISSOLUTION**

1. Plan of liquidation. Worldwide Freight Consultants, Inc., a Florida corporation, (hereinafter called the "Company"), has issued and outstanding One Thousand (1,000) shares, of the par value of \$.01 per share. The Company will cease the active conduct of its business and wind up its affairs and liquidate and distribute all of its assets in complete liquidation.
2. Assets and liabilities. The principal asset of the Company consists of a note receivable. No material liabilities of the Company exist.
3. Negotiation of terms by officers and directors. The officers and directors of the Company are authorized from time to time to negotiate and to consummate sales of all or any portion or portions of the properties of the Company, on such terms and conditions as they in their discretion

shall deem beneficial to the Company, including the assumption by the purchaser or purchasers of any or all liabilities of the Company, subject to any requisite approval or other action by the shareholder of the Company.

4. Intermediate distributions. The Directors and Shareholders may from time to time authorize one or more distributions of property of the Company, in cash or in kind, in a series of distributions in complete liquidation, retaining such assets as deemed necessary to meet claims or liabilities of the Company, and to continue the operation of such properties of the Company as have not been sold at the time of any such distribution.

5. Final distribution. The asset of the Company has not previously been distributed, and in the opinion of its director, need no longer be retained to meet claims or liabilities and shall be distributed to the holders of the Company's common shares.

6. Cancellation of outstanding shares. Each of the foregoing distributions in complete liquidation shall be in exchange solely for, and in complete redemption and cancellation of, and in payment for, all of the outstanding common shares of the Company, and the shareholder shall, if the director so determines, surrender his certificates for such shares for recording thereon receipt of distributions prior to the final distribution, and shall surrender such certificates for cancellation upon receipt of the final distribution herein authorized.

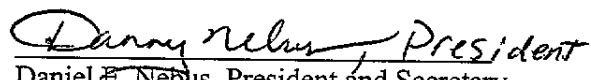
7. Dissolution. The officers and director of the Company shall proceed with the voluntary dissolution of the Company under the laws of the State of Florida at such time, not later than December 31, 2000, as they may deem appropriate, and may withdraw the Company from qualification in any other state whenever they deem such action appropriate.

8. Authorization to execute and file documents. The officers and directors of the Company are authorized, empowered, and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including a Certificate of Dissolution under the laws of the State of Florida, and information returns together with income tax returns and the information required by the applicable regulations.

9. Authorization of necessary acts. The officers and directors of the Company are authorized, empowered, and directed to do any and all other things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan. They shall be held harmless by the Company for any action under this Plan taken in good faith, and any expense or liability so incurred by them shall be that of the Company.

10. Intent. It is intended that this Plan of Complete Liquidation and Dissolution shall be a plan of complete liquidation within the terms of Section 331 of the Internal Revenue Code of 1954. This Plan shall be deemed to authorize such action as, in the opinion of counsel for the Company, may be necessary to conform with the provisions of such Section 331.

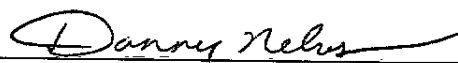
There being no further business, upon motion duly made and seconded, the meeting was adjourned.


Daniel E. Nebus, President and Secretary

**WAIVER OF NOTICE OF JOINT SPECIAL MEETING
OF SHAREHOLDERS AND BOARD OF DIRECTORS OF
WORLDWIDE FREIGHT CONSULTANTS, INC.**

I, the undersigned, being the sole Shareholder the sole Director of the Corporation, do hereby waive any and all notice of a Joint Special Meeting of the Shareholders and Directors of the Corporation, and do hereby agree and consent that the 13th day of December, 2000 at 10:00 a.m., be and the same hereby is fixed as the time and the offices of Henderson Keasler Law Firm, 4309 Pablo Oaks Court, Suite 200, Jacksonville, Florida 32224 is fixed as the place for holding such meeting and do hereby consent to the holding of such meeting for the following purposes:

1. To propose and recommend a plan of complete liquidation and dissolution of the Corporation;
2. To approve, ratify and adopt such plan of complete liquidation and dissolution of the Corporation;
3. To authorize the officers of the Corporation to execute such documents and to do all other acts and things as may be necessary or desirable to effect such plan of complete liquidation and dissolution; and
4. To transact any and all other business as may properly be brought before the meeting or any adjournment or adjournments thereof.

 *Director*
Daniel E. Nebus, Director and Sole Shareholder