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SMITH
SAUER
& DEMARIA

ATTORNEYS AT LAW

January 22, 1999

G. Thomas Smith
Board Certified
Real Estate Attorney

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-01/25/99--01118--017
*****35.00 *****35.00

Secretary of State
Corporate Records Division
Department of State
P. O. Box 6327
Tallahassee, FL 32314

RE: H & H Construction Company, Inc.

Dear Sir/Madame:

Enclosed please find the original and a copy of the Articles of Dissolution for the above captioned corporation along with a check in the amount of \$35.00 to cover the filing fee. I have also enclosed a copy of the Consent to Dissolution. Please return the copies to me date-stamped as evidence of filing. If you have any questions, please do not hesitate to call.

Sincerely,

Gloria Heckman

Gloria Heckman
Legal Assistant to
G. Thomas Smith

/enclosures

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99 JAN 25 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Walden

TLL

JAN 28 1999

ARTICLES OF DISSOLUTION

1. The name of the corporation is H & H Construction Company, Inc.
2. The names and respective addresses of its officers are:

James R. Helton
1855 Norwood Court #6
Fort Walton Beach, FL 32548

3. The names and respective addresses of its directors are:

James R. Helton
1855 Norwood Court
Fort Walton Beach, FL 32548

4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.
5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
6. There are no actions pending against the corporation in any court.
7. An executed copy of the written consent to dissolve is attached. Such written consent has been signed by all shareholders of the corporation on the 19th day of January, 1999.

A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 19th day of January, 1999.

This Dissolution is to be effective December 31, 1998.

DATED this 19th day of January, 1999.

President

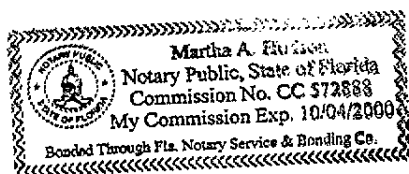
Secretary

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99 JAN 25 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me by James R. Helton who is duly authorized as the President and Secretary of H & H Construction Company, Inc., and who is personally known to me or produced FLORIDA DRIVERS
License as identification on this 19th day of January, 1999.

NOTARY STAMP:



Martha A. Hudson

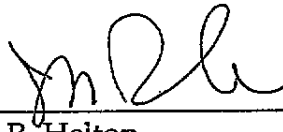
NOTARY PUBLIC

Printed Name: MARTHA A. HUDSON

My Commission Expires: 4 Oct 2000

**CONSENT TO DISSOLUTION OF
H & H CONSTRUCTION COMPANY, INC.**

The undersigned, constituting all of the shareholders of H & H Construction Company, Inc., a Florida corporation, hereby consent to the voluntary dissolution of this corporation effective December 31, 1998.

A handwritten signature in dark ink, appearing to read 'JRH', is written over a horizontal line.

James R. Helton