

P97000049362

Henry W. Demps  
9721 Fawn Brook Circle, N.  
Jacksonville, FL 32256  
January 1, 2002

FILED STATE  
SECRETARY OF CORPORATION  
DIVISION OF CORPORATION  
02 JAN -8 PH12:21

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

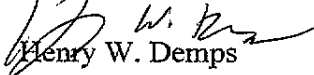
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Subject: Closing of Corporation Number P97000049362

Due to the current down turn in business, I can no longer continue to operate my "HWD Consultants, Inc." Therefore, I am officially permanently closing this business as current and initial owner effective December 31, 2001, at the close of the business day.

It will no longer operate in the state of Florida. There are no outstanding debts or employees.

Sincerely,

  
Henry W. Demps

Authentication Code: 297A00030281-060497-P97000049362-1/1

EIN: 59-3451008

phone 904-641-3350

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ARTICLES OF DISSOLUTION

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: HWD Consultants, Inc.

SECOND: The filing date of the articles of incorporation was: January 4, 2002

THIRD: (CHECK ONE)

- None of the corporation's shares have been issued.
- The corporation has not commenced business.

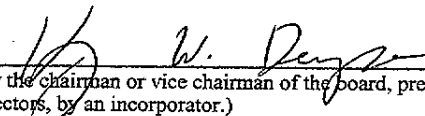
FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 5 day of January, 2002

Signature   
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

HENRY W. DEMPS  
(Typed or printed name)

Director  
(Title)