

P97000058350

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March 6, 2001

Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301


Re: Articles of Dissolution of Bevino Enterprises, Inc.

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Dissolution of Bevino Enterprises, Inc. Please file the original Articles and return a file-stamped copy.

Also enclosed is a check in the amount of \$35.00 representing your filing fee.

I appreciate your assistance in this matter.

Sincerely,

Alexandra Brown
Attorney at Law

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SECRETARY OF STATE
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**ARTICLES OF DISSOLUTION
OF
BEVINO ENTERPRISES, INC.**

The name of this corporation is Bevino Enterprises, Inc. It was organized under the laws of the State of Florida on the 2nd of July, 1997, and assigned document number P97000058350.

The Corporation has elected to dissolve as of March 10, 2001 pursuant to a special meeting of its shareholders. A true copy of the minutes of the special meeting of the shareholders, the resolution to adopt a plan of corporate liquidation, the waiver of notice, and ratification of the minutes are attached and incorporated by reference as Exhibit A.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 10th day of March, 2001 in Okaloosa County, Florida.

By: 
JERRY BEVINO, President

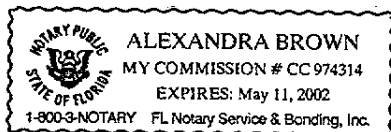
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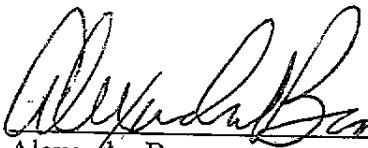

FRANK BEVINO, Secretary

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me personally appeared JERRY BEVINO, who is personally known to me to be the person who executed the foregoing Articles of Dissolution.

Executed this 10th day of March, 2001.




Alexandra Brown
Notary Public
My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**MINUTES OF THE SPECIAL MEETING
OF THE SHAREHOLDERS OF
BEVINO ENTERPRISES, INC.**

A special meeting of the shareholders of Bevino Enterprises, Inc., a Florida corporation, was held at 66 Indigo Loop, Destin, FL 32550, on the 10th day of March, 2001 pursuant to the waiver of notice attached.

The following shareholders were present in person or by proxy:

JERRY BEVINO	In Person
FRANK BEVINO	In Person

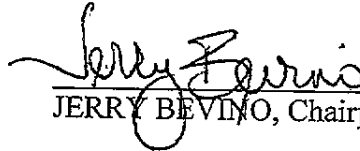
Jerry Bevino acted as chairperson and as secretary of the meeting. The chairperson declared that all shareholders of records received notice of the special meeting and its purpose, all of the shareholders were present in person or by proxy, and that all had executed a waiver of notice of the meeting. The chairperson then announced the purpose of the meeting was to consider the dissolution of Bevino Enterprises, Inc. and to adopt a plan of liquidation of the assets of Bevino Enterprises, Inc.

After due deliberation and motions duly made and seconded, it was unanimously decided as follows:


1. Bevino Enterprises, Inc. shall be liquidated pursuant to Section 333 of the Internal Revenue Code and Section 607.1401 of the Florida Statutes.
2. Bevino Enterprises, Inc. will distribute all of its property and assets during the month of March, 2001.
3. All liabilities and obligations of Bevino Enterprises, Inc. will be paid or discharged, or adequate provision will be made for them.
4. The officers of Bevino Enterprises, Inc. are authorized to transfer all the properties and assets of Bevino Enterprises, Inc. in such a manner as to pay off all justified and reasonable debts of the corporation.
5. The officers of Bevino Enterprises, Inc. are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including, but not limited to, the following:
 - a. executing any and all instruments of conveyance;
 - b. paying all taxes and fees;
 - c. executing all documents required by law to be filed;
 - d. retaining professional advisors, and
 - e. doing all other things necessary or convenient to effect the dissolution of Bevino Enterprises, Inc.

6. After the provision for, or payment of, the known debts and liabilities of Bevino Enterprises, Inc., the remaining funds shall be distributed 50% to Frank Bevino and 50% to Jerry Bevino.

There being no further business to come before the meeting, it was, upon motion duly made, seconded, and unanimously carried, adjourned.


JERRY BEVINO, Chairperson

ATTEST:


FRANK BEVINO, Secretary