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May 5, 1999

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

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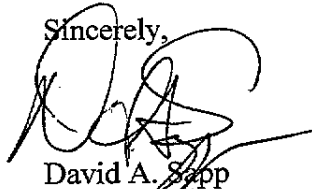
RE: Articles of Dissolution of Ace Electric, Air Conditioning & Heating, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Dissolution in the above-referenced matter. Also, enclosed is a check in the amount of \$35.00, which represents the filing fee.

Please return a certified copy to my office upon filing. If you need any additional information, please contact my office.

Sincerely,



David A. Sapp

DAS:lmc
Enclosure (s)

FILED
99 MAY -7 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

valid

TLL MAY 7 3 1999

ARTICLES OF DISSOLUTION
OF
ACE ELECTRIC, AIR CONDITIONING & HEATING, INC.

FILED
99 MAY -7 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Dissolution are filed pursuant to Florida Statute 607.1403.

Article I Name

The name of the Corporation being dissolved is Ace Electric, Air Conditioning & Heating, Inc., 6853 Cedar Ridge Drive, Pensacola, Florida 32526-9494.

Article II Date of Authorization

This Dissolution of the Corporation was authorized by the Board of Directors and shareholders, at a meeting held on the 30th day of April 1999.

Article III Shareholders Approval

The shareholders gave their unanimous consent and approval for the dissolution of the Corporation.

Article IV Corporate Debts

There remains no unpaid corporate debt.

Article V Corporate Assets

There are no corporate assets to be distributed.

Article VI Effective Date

The effective date of the Dissolution of the Corporation shall be the date set forth hereinbelow.

These Articles of Dissolution are authorized, approved, and entered into this 30th day of April, 1999.

Director/Shareholder:


DANIEL J. SPERANZO - *President*

Director/Shareholder:


RICKY L. FACIANE - *Secretary*

Incorporator:


WILLIAM M. STURGEN, JR.

ACE ELECTRIC, AIR CONDITIONING & HEATING, INC.

RESOLUTION

At a meeting of the Board of Directors and shareholders of Ace Electric, Air Conditioning & Heating, Inc., which was held on the 30th day of April 1999, the Board of Directors and shareholders voted on the Board of Director's proposal to dissolve the Corporation. After discussion and consideration and upon the unanimous approval and consent of all members of the Board of Directors and shareholders, it was:

RESOLVED, that Ace Electric, Air Conditioning & Heating, Inc., be dissolved and that Articles of Dissolution be prepared and filed with the Department of State pursuant to Florida Statutes 607.1403.

FURTHER RESOLVED, that this dissolution shall be effective immediately.

Dated this 30th day of April, 1999.

Director/Shareholder:


DANIEL J. SPERANZO

Director/Shareholder:


RICKY L. FACIANE

ACE ELECTRIC, AIR CONDITIONING & HEATING, INC.

WAIVER OF NOTICE OF MEETING OF SHAREHOLDERS

The undersigned shareholder's hereby waive Notice of the April 30th, 1999, Meeting of Shareholders which Notice is required by Florida Statutes 607.705.

Dated this 30th day of April, 1999.

Director/Shareholder:


DANIEL J. SPERANZO

Director/Shareholder:


RICKY L. FACIANE