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**SMITH
SAUER
& DEMARIA**

ATTORNEYS AT LAW

By Federal Express

December 26, 2001

*G. Thomas Smith
Board Certified
Real Estate Attorney*

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*****35.00 *****35.00

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

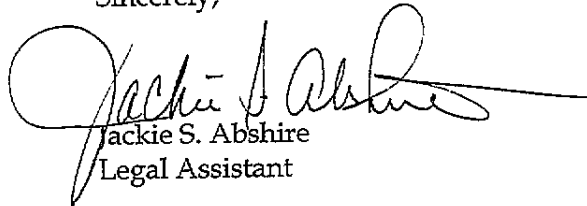
RE: Corporate Document Number P97000083551

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Dissolution, Consent to Dissolution, and the Resolution of the Shareholders for the above-referenced corporate document number along with a check in the amount of \$35.00 to cover the filing fee. Please file the documents in your customary manner and date-stamp the copies and return them to us as evidence of filing. We have enclosed a self-addressed envelope for your convenience.

Should you have any questions or need additional information, please do not hesitate to contact us. Thank you for your usual courtesy.

Sincerely,


Jackie S. Abshire
Legal Assistant

JSA:

Enclosures

c: Mr. Verne Rhodes
Donna Bloomer, CPA

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SECRETARY OF STATE
TALLAHASSEE, FL

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ARTICLES OF DISSOLUTION

1. The name of the corporation is Product Regulatory Services, Inc.
2. The names and respective addresses of its officers are:

Verne L. Rhodes
President & Treasurer
3731 Tiger Point Boulevard
Gulf Breeze, Florida 32561

Ann B. Rhodes
Secretary
3731 Tiger Point Boulevard
Gulf Breeze, Florida 32561

Donald W. Stegen
Advisor to the Board
14308 Conway Meadows Court
Chesterfield, Missouri 63017

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Verne L. Rhodes
3731 Tiger Point Boulevard
Gulf Breeze, Florida 32561

Ann B. Rhodes
3731 Tiger Point Boulevard
Gulf Breeze, Florida 32561

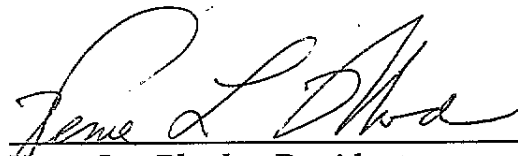
James P. Rhodes
3055 Bellerieve Drive
St. Louis, Missouri 63121


Mikell B. Rhodes
457 North Whitesboard
Galesberg, Illinois 31401

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, in addition to the Resolution which has been signed by the Secretary., Adopted Dec. 5th
eff Jan 1, 02

DATED this 5th day of December, 2001.

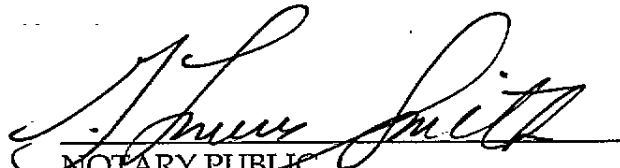

Verne Lee Rhodes, President


Ann B. Rhodes, Secretary

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me by Verne Lee Rhodes who is the President of Product Regulatory Services, Inc. and who is personally known to me or produced _____ as identification on this 5th day of December, 2001.

NOTARY STAMP:


NOTARY PUBLIC
Printed Name: G. Thomas Smith
My Commission Expires:



RESOLUTION OF THE SHAREHOLDERS OF
PRODUCT REGULATORY SERVICES, INC.

WHEREAS, the Shareholders of Product Regulatory Services, Inc., have declared it advisable that the corporation be dissolved effective January 2, 2002, be approved.

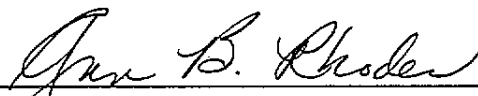
WHEREAS, the Shareholders of Product Regulatory Services, Inc., do hereby approve of the dissolution of said Corporation.

RESOLVED, that the dissolution of Product Regulatory Services, Inc., effective January 2, 2002, are hereby approved.

RESOLVED FURTHER, that the Chairman and Secretary of this meeting are hereby authorized and directed to make, execute, and acknowledge a certificate under the corporation seal of this Corporation.

I, Ann B. Rhodes, do hereby certify that I am the duly elected and qualified secretary and the keeper of the records and corporate seal of Product Regulatory Services, Inc., a corporation organized and existing under the laws of the State of Florida, and that the above is a true and correct copy of a resolution duly adopted at a meeting of the Shareholders thereof, convened and held in accordance with law and bylaws of said Corporation on December 5, 2001, and that such resolution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporate seal of said Corporation to be hereunto affixed, this 5th day of December, 2001.


Ann B. Rhodes, Secretary

CONSENT TO DISSOLUTION OF
PRODUCT REGULATORY SERVICES, INC.

The undersigned, constituting all of the shareholders of Product Regulatory Services, Inc., a Florida corporation, hereby consent to the voluntary dissolution of this corporation effective January 1, 2002.


VERNE LEE RHODES