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May 15, 1998

Florida Dept. of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32301

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-05/26/98-01028-017  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Subj: Dissolution of Incorporation of GREENENGINEERING, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Dissolution of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

2. My check in the amount of \$35.00 to cover the filing fees.

Kindly acknowledge filing of these Articles of Dissolution of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937. Telephone (407) 773-2020

Thank you for your assistance in this matter.

Sincerely,

*Beverly G. Warren*  
Beverly G. Warren

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 MAY 26 PM 2:10

FILED

Dissolution

Joe 4/3

ARTICLE OF DISSOLUTION  
OF  
GREENENGINEERING, INC.

FILED  
98 MAY 26 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of the Corporation is GREENENGINEERING, INC., which was duly incorporated on September 29, 1997 by the State Florida.

ARTICLE II.

The names, titles and post office addresses of each of the officers of the Corporation are as follows:

President:	Beverly G. Warren 3912 Snowy Egret Drive West Melbourne, FL 32904
Vice-President:	Not applicable
Secretary:	William V. Collings, Jr. 706 North Ramona Avenue Indialantic, Florida 32903
Treasurer:	Edward L. Warren 3912 Snowy Egret Drive West Melbourne, FL 32904

ARTICLE III.

The name and post office address of each of the directors of the Corporation are as follows:

Beverly G. Warren, 3912 Snowy Egret Drive, West Melbourne, FL 32904

Edward L. Warren, 3912 Snowy Egret Drive, West Melbourne, Florida 32904

William V. Collings, Jr., 706 North Ramona Avenue, Indialantic, Florida 32903

ARTICLE IV.

All debts, obligations and liabilities of the Corporation have been paid or discharged.

ARTICLE V.

There are no remaining assets or property of distribution to the shareholders.

ARTICLE VI.

There are no actions pending against the Corporation.

ARTICLE VII.

The Corporation has elected to dissolve on the unanimous written consent of its shareholders and directors. A true copy of the consent is incorporated and attached hereto as Exhibit "A".

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 15th day of May, 1998, in Satellite Beach, Brevard County, Florida.

BY: Beverly G. Warren  
Beverly G. Warren, President

Edward L. Warren  
Edward L. Warren, Treasurer

STATE OF FLORIDA  
COUNTY OF BREVARD

SWORN TO and subscribed before me this 15th day of May, personally appeared BEVERLY G. WARREN and EDWARD L. WARREN, who produced the following identification W650-067-34-606-0/W650-232-31-328-0 to me be the persons who executed the foregoing Articles of Dissolution, and they acknowledged before me that they executed these Articles of Dissolution of GREENENGINEERING, INC. on behalf of the Corporation.

Sandra Dunn  
Notary Public

William V. Collings, Jr.  
William V. Collings, Jr. Secretary

STATE OF FLORIDA  
COUNTY OF BREVARD

SWORN TO and subscribed before me this 15th day of May, personally appeared WILLIAM V. COLLINGS, JR., who produced the following identification FL06# C452-938-30-329 to me to be the persons who executed the foregoing Articles of Dissolution, and he acknowledged before me that he executed these Articles of Dissolution of GREENENGINEERING, INC. on behalf of the Corporation.

Sandra Dunn  
Notary Public



MINUTES OF THE SPECIAL MEETING  
OF THE DIRECTORS AND SHAREHOLDERS OF  
GREENENGINEERING, INC.

A special meeting of the directors and shareholders of GREENENGINEERING, INC., a Florida corporation, was held at 3912 Snowy Egret Drive, West Melbourne, Florida 32904 on May 15th, 1998 at 1:00 p.m. pursuant to a waiver of notice attached hereto.

The following directors were present:

BEVERLY G. WARREN  
EDWARD G. WARREN  
WILLIAM V. COLLINGS, JR.

being all the directors of the Corporation.

The following shareholders were present, in person:

BEVERLY G. WARREN  
EDWARD L. WARREN  
WILLIAM V. COLLINGS. JR.

EDWARD L. WARREN acts as Chairman and WILLIAM V. COLLINGS acts as Secretary of the meeting. The Chairman declared that all directors and shareholders were present in person and that all had executed a waiver of notice of the meeting. The Chairman then announced the purpose of the meeting was to consider the dissolution of the Corporation and to adopt a plan of liquidation of the assets of the Corporation.

A discussion ensued, and the following resolutions were unanimously adopted by the Board of Directors and Shareholders of the Corporation:

WHEREAS, the Shareholders and Directors of the Corporation have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

WHEREAS, the shareholders and directors must adopt and hereby adopt a plan of liquidation and dissolution of the Corporation;

RESOLVED, that the following plan of liquidation is adopted to assemble and marshall the assets of the Corporation, pay or make adequate provisions of the creditors and debtors of the corporation, and apportion the remaining assets among the shareholders according to their respective interests:

1. The Corporation shall be liquidated pursuant to Section 337 of the Internal Revenue Code and Sections 607.257 and 607.261 of the Florida Statutes.

2. The Corporation will distribution all its property and assets prior to one year from the date of adoption of this plan.

3. All the liabilities and obligations of the Corporation will be paid or discharged, or adequate provisions will be made thereof.

4. The officers of the Corporation are authorized to sell or otherwise liquidate all the properties and assets of the Corporation that they deem necessary or advantageous to facilities the liquidation of the Corporation.

5. The officers of the Corporation are authorized to do any and all things necessary or convenience to carry theses resolutions into effect, including but not limited to:

- a. executing any and all instruments of conveyance;
- b. paying all taxes and fees;
- c. executing all documents required by law to be filed; and

- d. doing all other things necessary or convenient to effect the dissolution of the Corporation.

6. After the provision for, or the payment of, the known debts and liabilities of the Corporation, the officers and authorized and directed to distribute the remaining cash or other assets of the Corporation to the shareholders of records according to their stock in the Corporation.

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

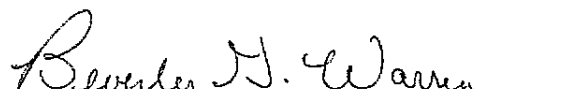
Dated:


  
EDWARD L. WARREN, Chairman


CONSENT TO DISSOLUTION OF GREENENGINEERING, INC.

We, the undersigned, being all the shareholders and directors of GREENENGINEERING, INC., hereby consent to the dissolution of said Corporation

Dated: 5.15.98

  
BEVERLY G. WARREN  
As Director and  
Shareholder

  
EDWARD L. WARREN  
As Director and  
Shareholder

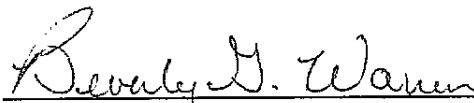
  
WILLIAM V. COLLINGS, JR.  
As Director and  
Shareholder





RATIFICATION OF THE MINUTES OF THE SPECIAL MEETING  
OF THE SHAREHOLDERS AND DIRECTORS OF  
GREENENGINEERING, INC.

We, the undersigned shareholders and directors of  
GREENENGINEERING, INC., have read these minutes and hereby approve,  
ratify and confirm all business transacted as reported herein and  
in signification of our approval, ratification and confirmation,  
and of our consent to any and all acts done at the meeting, do  
hereby sign our names.

Dated: 5-15-98

  
BEVERLY G. WARREN,  
Shareholder, Director, Officer

  
EDWARD L. WARREN,  
Shareholder, Director, Officer

  
WILLIAM V. COLLINGS, JR.,  
Shareholder, Director, Officer

WAIVER OF NOTICE OF THE SPECIAL MEETING  
OF THE DIRECTORS AND SHAREHOLDERS OF  
GREENENGINEERING, INC.

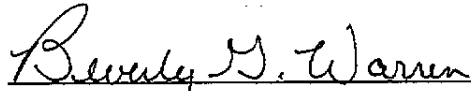
We, the undersigned directors and shareholders, hereby agree and consent that the special meeting of the directors and shareholders of the Corporation be held on the date and at the time and place stated below for the purpose of considering the dissolution of the Corporation and we hereby waive all notice of the meeting and any adjournment thereof.

Date of meeting: May 15, 1998

Time of meeting: 1:00 p.m.

Place of meeting: 3912 Snowy Egret Drive.  
West Melbourne, Florida 32904

Dated: 5-15-98 .

  
BEVERLY G. WARREN, DIRECTOR,  
SHAREHOLDER

  
EDWARD L. WARREN, DIRECTOR,  
SHAREHOLDER

  
WILLIAM V. COLLINGS, JR.,  
DIRECTOR, SHAREHOLDER