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DISSOLUTION

FAT CAT HOLDINGS, INC.

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**ARTICLES OF DISSOLUTION
OF
FAT CAT HOLDINGS, INC.**

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These Articles of Dissolution are filed pursuant to Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, and provide as follows:

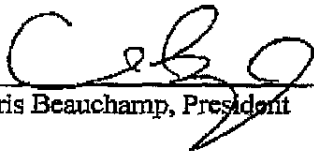
1. The name of the corporation is FAT CAT HOLDINGS, INC. (the "Corporation").
2. The Corporation was formed in the State of Florida on November 3, 1997.
3. The Board of Directors of the Corporation proposed dissolution of the Corporation to the sole Shareholder of the Corporation, and the Shareholder approved the dissolution in accordance with Section 607.1402 of the Florida Business Corporation Act.
4. The Board of Directors and Shareholder of the Corporation authorized the dissolution of the Corporation pursuant to an Action of the Board of Directors and Shareholder by Unanimous Written Consent in Lieu of Special Meeting dated October 31, 2003, and the unanimous consent of the sole member of the Board of Directors and the sole Shareholder was sufficient for approval of the dissolution.
5. All liabilities and obligations of the Corporation have been paid or discharged, or adequate provision has been made therefor.
6. All assets of the Corporation has been distributed to its sole Shareholder, Chris Beauchamp.
7. There are no actions pending against the Corporation in any court, nor are there any outstanding judgments, orders, or decrees which have been entered against the Corporation.
8. Dissolution of the Corporation shall be effective as of the date these Articles of Dissolution are filed with the Florida Secretary of State.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution
the 31st day of October, 2003.

FAT CAT HOLDINGS, INC.

By: 
Chris Beauchamp, President

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