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January 7, 1999

Ms. Annette Ramsey
Corporate Specialist
Division of Corporations
Florida Department of State
409 East Gains Street
Tallahassee, Florida 32399

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FILED
SEC'D. FLA. DIV. OF STATE
TALLAHASSEE, FLORIDA

dis

Re: Articles of Dissolution - ProTuff Southeast, Inc.

I have enclosed the original and one copy of the Articles of Dissolution and the supporting Minutes of the Special Meeting of the Shareholders for the above referenced corporation and a check in the amount of \$43.75 to cover the filing fee and for a certified copy of the Articles.

WT Smith
William T. Smith - President

1655 Eastlake Way
Weston, FL 33326

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*****43.75 *****43.75

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ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 607.1403
OF THE
FLORIDA BUSINESS CORPORATION ACT

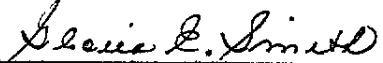
Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is: ProTuff Southeast, Inc.
2. The dissolution was authorized on December 31, 1998.
3. The number of votes cast by the shareholders was sufficient for approval.

Dated this 31st day of December, 1998.



William T. Smith - President



Gloria E. Smith - Secretary

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TALLAHASSEE, FLORIDA
STATE

MINUTES OF SPECIAL MEETING OF
SHAREHOLDERS OF ProTuff Southeast, Inc.
(Dissolution)

(FS Section 607.1402)

The special meeting of the Shareholders of ProTuff Southeast, Inc. was held at the offices of the corporation on December 31, 1998.

Present were:

William T. Smith and Gloria E. Smith

constituting the majority of the Shareholders of the corporation.

William Smith, President, presided as chairman of the meeting, and Gloria Smith acted as Secretary of the meeting.

The chairman called the meeting to order and stated that a quorum of shareholders was present for the conduct of the business before the meeting. The secretary thereupon presented and read the Waiver of Notice which was ordered to be made part of the minutes of this meeting.

The Chairman then said that the Board of Directors recommended dissolution of the corporation to the shareholders.

Upon motion duly made, seconded and carried by the required majority, it was

Resolved, as follows:

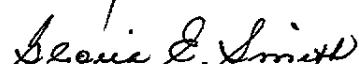
1. That the corporation be dissolved.
2. That the President and Secretary be and hereby are authorized and directed to execute the Articles of Dissolution and have them delivered to the Department of State for filing.
3. That the officers of the corporation be and they hereby are authorized to take such actions as are necessary to complete the dissolution of the corporation.

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

Dated this 31st day of December, 1998.



William T. Smith - President



Gloria E. Smith - Secretary