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November 30, 1999

Secretary of State
Department of State
Tallahassee, Florida 32304

Attn: Corporate Division

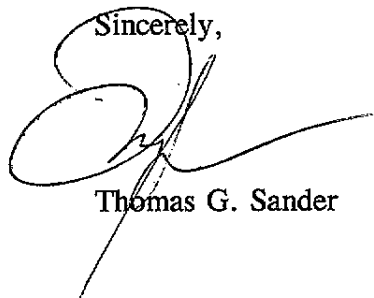
Re: Falcon Air Conditioning, Inc.
Dissolution

Gentlemen:

Enclosed is the original copy of the Shareholders Agreement of the subject corporation,
the original proposed Articles of Dissolution and a check for \$35.00.

If there is anything else you need, please call.

Sincerely,



Thomas G. Sander

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

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V. SHEPARD DEC 10 1999

ARTICLES OF DISSOLUTION PURSUANT TO SECTION 607.1403 OF THE FLORIDA
BUSINESS CORPORATION ACT OF FALCON AIR CONDITIONING, INC.

TO: Department of State
Tallahassee, Florida 32314

Date Paid: _____
Filing Fee: _____

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 Falcon Air Conditioning, Inc.
2. The names and respective addresses of the officers of the corporation are as follows:

Name	Office	Address
Rudy Visschers	President	<u>3904 Pinecrest Court, Weston, FL</u> <u>3904 Pinecrest Court 33331</u>
Wendy Visschers	Vice President	<u>Weston, FL 33331</u>
Ruben Llorens	Vice President Governmental Operations	<u>13567 SW 286TH</u> <u>Rubén Hernández P.O. 333033</u>

3. The names and respective addresses of the directors of the corporation are as follows:

Name	Address
Rudy Visschers	<u>3904 Pinecrest Court, Weston, FL 33331</u>
Wendy Visschers	<u>3904 Pinecrest Court, Weston, FL 33331</u>

4. Dissolution was authorized on November 30, 1999.
5. 100% of the votes cast for dissolution was sufficient for approval.
6. All liabilities and obligations of the corporation have been paid or discharged .

7. All the property and assets of the corporation remaining after the payment of all
debts, obligations, and liabilities of the corporation, have been distributed among its shareholders
in accordance with their respective rights and interests.


8. There are no actions pending against the corporation in any court.

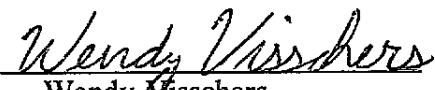
9. The corporation elected to dissolve by act of the corporation, a resolution to dissolve having been duly adopted by the shareholders on November 30th, 1999. A copy of the resolution is attached to these articles.


CORPORATION:

Dated: 11/30/99

FALCON AIR CONDITIONING, INC.

BY: 
Rudy Visschers
Shareholder and Director/President

BY: 
Wendy Visschers
Shareholder and Director

BY: 
Ruben Llorens
Shareholder

SHAREHOLDER'S AGREEMENT TO SUBMIT
ARTICLES OF DISSOLUTION OF FALCON AIR CONDITIONING, INC.

TO: Department of State
Tallahassee, Florida 32314

Date Paid: _____
Filing Fee: _____

Pursuant to the provisions of Section 607.1401 of the Florida Business Corporation Act, the undersigned, being all of the directors and shareholders of the corporation adopt the following articles of dissolution:

1. The name of the corporation is Falcon Air Conditioning, Inc.
2. The date of filing of its articles of incorporation is ~~November 22, 1999~~ ^{February 1, 1999}.
3. The net assets of the corporation remaining after winding up have been distributed to the share holders.
4. No debts of the corporation remain unpaid.
5. No debts of the corporation remain unpaid.
6. All of the directors and shareholder's agree that the corporation be dissolved.

Dated: November 30, 1999

Signature of Shareholders or Directors _____



RUDY VISSCHERS



WENDY VISSCHERS



RUBEN LLORENS