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ARTICLES OF DISSOLUTION
MECHANICAL SERVICES INCORPORATED OF WEST PALM BEACH
a Florida Corporation

- a. The name of the corporation to be dissolved is:


MECHANICAL SERVICES INCORPORATED OF WEST PALM BEACH

- b. Dissolution was authorized on March 1st, 1998.
- c. The name and respective address of it's sole officer and director is:

PATRICK F. NICOLINI, 2600 N. Flagler Dr., #1012, West Palm Beach, FL 33407

- d. All liabilities and obligations of the corporation have been paid.
- e. All remaining property and assets of the corporation have been distributed to the shareholders in accordance with their respective rights and interests.
- f. There are no actions pending against the corporation in any court.
- g. A copy of election to dissolve the corporation is enclosed, this resolution was signed by the stockholders, PATRICK F. NICOLINI, DONALD N. NICOLINI, and JOHN LOGSDON, the owners of 100% of the stock in MECHANICAL SERVICES INCORPORATED OF WEST PALM BEACH.

Dated at West Palm Beach, Florida this 8th day of May, 1998


PATRICK F. NICOLINI, Stockholder & sole officer
as Director of MECHANICAL SERVICES
INCORPORATED OF WEST PALM
BEACH

FILED
98 MAY 18 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFIED COPY OF RESOLUTION

I, PATRICK F. NICOLINI, Sole Officer and Director of MECHANICAL SERVICES INCORPORATED OF WEST PALM BEACH, do hereby certify unto whom it may concern as follows:

1. That MECHANICAL SERVICES INCORPORATED OF WEST PALM BEACH, is a Florida Corporation, which is in the process of liquidation and of dissolution.

2. That the following resolution is a true copy of a resolution duly adopted by the Board of Directors and by the Stockholders of MECHANICAL SERVICES INCORPORATED OF WEST PALM BEACH, by written consent executed by said Director and Stockholders on March 1, 1998, pursuant to the Florida Corporation Act, to wit:

"Be it resolved by the Director and the owners of all the outstanding common stock of MECHANICAL SERVICES INCORPORATED OF WEST PALM BEACH, that the corporation be completely liquidated and dissolved, pursuant to Section 607.1403, Florida Statutes, and that the complete liquidation and dissolution of the corporation be effected as of March 31st, 1998, under the following Plan of Complete Liquidation and Dissolution:"

Plan of Complete Liquidation and Dissolution

1. Plan of Liquidation MECHANICAL SERVICES INCORPORATED OF WEST PALM BEACH, a Florida corporation, hereinafter called the Corporation, has issued and outstanding 100 shares of common stock, having a par value of \$1.00 per share. The corporation shall cease the active conduct of its business, and liquidate and distribute all of its assets in complete liquidation as of March 31, 1998.

2. Assets and Liabilities. The principal assets of the Corporation consisting of the business known as "Cycles of Palm Beach" and other personal property have been sold. The liabilities of the Corporation consist of current liabilities incurred in connection with the operation of said Corporation and shall be satisfied as of March 31, 1998.

3. Final Distribution. Prior to the expiration of the adoption of this Plan, those assets of the Corporation that have not been previously distributed, and in the opinion of its Director need no longer be retained to meet any claims or liabilities, shall be distributed to the owners of the Corporation's common stock.

4. Cancellation of Outstanding Shares. The distributions in complete liquidation shall be in exchange solely, and in complete redemption and cancellation of, and in payment for, all of the outstanding shares of common stock of the corporation, and the Stockholders shall surrender their stock certificates for cancellation upon receipt of the final distribution authorized by the Plan of Complete Liquidation and Dissolution herein authorized.

5. Dissolution. The Officer and Director of the Corporation shall proceed with the voluntary dissolution of the Corporation under the laws of the State of Florida at such time, , as is deemed to be appropriate.

6 . Authorization to Execute and File Documents. The Officer and Director of the Corporation is authorized, empowered and directed to execute and file all documents, which he deems necessary or advisable to carry out the purposes and intentions of this Plan, including Articles of Dissolution under the laws of the State of Florida, and information returns on the necessary Treasury Department Forms, together with income tax returns and the information required by the applicable regulations.

7. Authorization of Necessary Acts. The Officer and Director of the Corporation is

authorized, empowered and directed to do any and all other things in his name and behalf which he may deem necessary or advisable in order to carry out the purposes and intentions of this Plan.

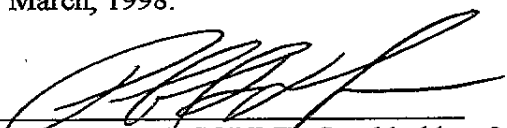
Subsequent to the action of the Director, the owners of all of the outstanding stock of the Corporation, pursuant to the General Corporation Act of the State of Florida, approved the adoption of the Following resolution to-wit:

"Whereas, the sole Director of MECHANICAL SERVICES INCORPORATED OF WEST PALM BEACH, a Florida Corporation, adopted a resolution finding it desirable and in the best interests of the Corporation that such Corporation be dissolved; and

Whereas, the action of the Director in adopting such resolution was agreed to by the owners of all of the outstanding common stock of the Corporation;

Now, Therefore, Be It Resolved that the Corporation be dissolved."

In Witness Whereof, I have hereunto set my hand as the sole officer and director of MECHANICAL SERVICES INCORPORATED OF WEST PALM BEACH, all of which was done on at West Palm Beach, Florida this 1st day of March, 1998.



PATRICK F. NICOLINI, Stockholder &
as Director of MECHANICAL SERVICES
INCORPORATED OF WEST PALM
BEACH

The foregoing is correct:



DONALD N. NICOLINI



JOHN LOGSDON