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Division of Corporations

THE FARR LAW FIRM

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DISSOLUTION

PROENCO SYSTEMS, INC.

Certificate of Status	0
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**ARTICLES OF DISSOLUTION  
OF  
PROENCO SYSTEMS, INC.**

Pursuant to the provisions of Section 607.1402(6) of the Florida General 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 Proenco Systems, Inc.
2. The date of issuance of its certificate of incorporation is December 3, 1991.
3. One thousand of the corporation's shares have been issued.
4. The names and respective addresses of the officers of the corporation are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Richard Dusil	President	3321 Royal Palm Dr.
	Secretary	North Port, FL 34288

5. The name and address of the director of the corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard Dusil	3321 Royal Palm Dr.
	North Port, FL 34288

6. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefor.

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 (or no property remained for distribution to shareholders after applying it to the payment of the liabilities and obligations of the corporation).

8. There are no actions pending against the corporation in any court (or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the corporation in any pending action).

9. A copy of the shareholder's written consent of dissolution is attached.

DATED this 17 day of Nov., 2004.

SOLE SHAREHOLDER:

R & P International, Inc., a Florida corporation,

By: 

Richard Dusil, President