

V00665

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MICHAEL D. WHALEN
GARY L. WILKINSON
L. PETER JOHNSON (1942-1988)

February 15, 1999

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

500002776345--9
-02/16/99-01049-001
*****35.00 *****35.00

Re: Green Power Holding, Inc.

To Whom It May Concern:

Please find enclosed the original and one (1) copy of the executed Articles of Dissolution for the above-referenced corporation for filing along with our firm check in the amount of \$35.00 for filing fees.

Please return a date stamped copy of the Articles of Dissolution to my attention in the self-addressed stamped envelope enclosed herewith. Thank you for your assistance.

Sincerely,

Haley A. Watkins

Haley A. Watkins
Paralegal

/hw
Enclosures

FILED
99 FEB 16 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 18 1999

TLL

**ARTICLES OF DISSOLUTION
OF
GREEN POWER HOLDING, INC.**

FILED
99 FEB 16 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation, pursuant to Florida Statutes Section 607.1402 (1997), hereby adopts the following Articles of Dissolution:

1. The name of the corporation is Green Power Holding, Inc. (the "Corporation").
2. The dissolution of the Corporation was authorized on 9 FEBRUARY, 1999.
3. Pursuant to sections 607.1402(6) and 607.0704, Florida Statutes (1997), all of the shareholders of the Corporation unanimously authorized the dissolution of the Corporation by written consent.
4. Voting by voting groups was not required to approve the dissolution of the Corporation.
5. These Articles of Dissolution shall become effective upon filing with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on behalf of the Corporation this 9th day of FEBRUARY, 1999.

GREEN POWER HOLDING, INC.,
a Florida corporation

By: _____

Print: _____

Its: _____

Leon E. Rihartz
LEON E. RIHARTZ
PRESIDENT