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January 21, 1998

Secretary of State  
Corporate Division  
Post Office Box 6327  
The Capitol  
Tallahassee, Florida 32304

900002412359--9  
-01/26/98-01141-022  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Information Centers of America, Inc.  
(Articles of Dissolution)  
Our File Number: M-5696-M

Dear Sir or Madam:

I am enclosing herewith an original and one copy of Articles of Dissolution for the above-named corporation. In addition, a check in the sum of \$35.00 is enclosed which represents the applicable filing fee.

Please file the original of the enclosed Articles of Dissolution and return a conformed copy to the undersigned.

Please do not hesitate to contact this office should you have any questions or require any additional information. Your prompt attention to this matter would be greatly appreciated.

Sincerely,

*Jenice L. Cook*

Jenice L. Cook  
Legal Assistant to

EDSEL F. MATTHEWS, JR., ESQUIRE

/jc  
Enclosure(s)

FILED  
98 JAN 26 AM 10:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W. DISS.  
JW 1/28

ARTICLES OF DISSOLUTION

(FS §§ 607.1402)

FILED  
98 JAN 26 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the Corporation is Information Centers of America, Inc.

2. The names and respective addresses of its officers are:

Neil Liechty, President  
22880 Buttsmill Road  
Pine Mountain, GA 31822

Kenneth Reimer, Vice-President  
22457 E. Dinuba Avenue  
Dinuba, CA 93618

Walt Peterson  
5404 Unity Trail  
Indianapolis, IN 46268

Jimmy Weaver  
7830 Pine Forest Road  
Pensacola, FL 32514

3. The name and respective address of its director is:

Neil Liechty  
22880 Buttsmill Road  
Pine Mountain, GA 31822

4. All debts obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.

5. No property remained for distribution to shareholders after applying it to the payment of the liabilities and obligations of the corporation.

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

7. A conformed copy of the written consent to dissolve is attached. Such written consent has been signed by all shareholders of the corporation.

DATED this 31 day of December, 1997.

INFORMATION CENTERS OF AMERICA, INC.

BY:

Its:

ATTEST:

BY:

Walt Peterson 12-31-97  
Its Secretary

Neil Liechty

WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS OF  
INFORMATION CENTERS OF AMERICA, INC. IN LIEU OF SPECIAL MEETING  
OF THE STOCKHOLDERS AND BOARD OF DIRECTORS PURSUANT  
TO §§ 607.0704 AND 607.0821 OF THE FLORIDA CORPORATION ACT

At a Meeting to Liquidate and Dissolve

The undersigned, being all of the Stockholders and Directors of the above named corporation, hereby take the following actions by written consent in lieu of a Special Meeting of the Board of Directors and Stockholders:

RESOLVED, that the corporation be liquidated, effective December 31, 1997, and in accordance with provisions of Section 6043 of the Internal Revenue Code of 1954, as amended, and further

RESOLVED, that in accordance with such plan of liquidation, the officers, directors and the accountant for the corporation be and they hereby are authorized and directed to:

1. File Form 966 within thirty (30) days after the date hereof with the Internal Revenue Service, Atlanta, Georgia, together with a copy of this Consent,

2. Transfer all of the assets of the corporation to the stockholders of the corporation,

3. Distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation,

4. File a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida,


5. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and

6. Provide for the payment of any indebtedness owed by the corporation to any creditors or lienors, and


FURTHER RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.


DATED: Dec 31/97

SHAREHOLDERS & DIRECTORS

  
NEIL LIECHTY

  
WALT PETERSON

  
GRACE PETERSON

  
KENNETH REIMER