



**THE UNITED STATES
CORPORATION
COMPANY**

V45131

ACCOUNT NO. : 072100000032

REFERENCE : 625767 4306601

AUTHORIZATION

COST LIMIT : \$ 35.00

Patricia Pignatelli

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC -8 PM 11:05

FILED

ORDER DATE : December 8, 1997

ORDER TIME : 11:10 AM

ORDER NO. : 625767-005

CUSTOMER NO: 4306601

CUSTOMER: Diane Chiappetti, Legal Asst
Barack, Ferrazzano, Kirschbaum
333 West Wacker Drive
Suite 2700
Chicago, IL 60606

400002365494--6

des

DOMESTIC FILINGS

NAME: CLEAN AMERICA FINANCIAL
CORPORATION

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

W.P. Verifier

EXAMINER'S INITIALS:

12/8/97	
Name	
Availability	
Examiner	<i>Don</i>
Verifier	<i>Don</i>
Acknowledgment	<i>Don</i>

RECEIVED
97 DEC -8 PM 12:14
DIVISION OF CORPORATION

*02250, 00721, 00672



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 8, 1997

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: CLEAN AMERICA FINANCIAL CORP.
Ref. Number: V45131

RESUBMIT

Please give original
submission date as file date.

We have received your document for CLEAN AMERICA FINANCIAL CORP. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 697A00057820

RECEIVED
97 DEC -8 PM 4: 18
DIVISION OF CORPORATION

ARTICLES OF DISSOLUTION
of
CLEAN AMERICA FINANCIAL CORP.

To the Department of State
State of Florida

FILED
97 DEC -8 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Clean America Financial Corp.
2. The names and respective titles and addresses of the officers of the corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Lawrence W. Umstadter	President	7625 West Sand Lake Road Suite 204 Orlando, Florida 32819
James Barlow	Acting Secretary	Route 2, Box 71 Haskell, Oklahoma 74436

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

<u>Name</u>	<u>Address</u>
Joshua S. Kanter	333 West Wacker Drive Suite 2700 Chicago, Illinois 60606
Lawrence W. Umstadter	7625 West Sand Lake Road Suite 204 Orlando, Florida 32819
James Steven Magers	6120 South Fulton Avenue Tulsa, Oklahoma 74136

4. All liabilities and obligations of the corporation have been paid or discharged.
5. All of the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

6. There are no actions pending against the corporation in any court which are not discharged pursuant to the Plan (as hereinafter defined).
7. The dissolution of the Corporation was authorized and directed pursuant to the terms of a certain Second Amended Joint Plan of Reorganization (as amended, the "Plan") which Plan was confirmed pursuant to a certain Order Confirming Plan (the "Order") dated November 24, 1997 which Order was issued in connection with the bankruptcy petition of the Corporation filed on July 3, 1997, Case No. 97-71655, in the United States Bankruptcy Court for the Eastern District of Oklahoma.

Dated: December 3, 1997

Clean America Financial Corp.

By: [Signature]
Lawrence W. Umstadter, President

Attest:

By: [Signature]
James Barlow, Acting Secretary

STATE OF Oklahoma)
COUNTY OF Tulsa) SS:

On this 3 day of December, 1997, before me, a Notary Public in and for the State and County aforesaid, personally appeared Lawrence W. Umstadter and James Barlow who acknowledged to me that they are the President and Acting Secretary, respectively, of Clean America Financial Corp., and that they executed as said officers the foregoing Articles of Dissolution of said corporation as their act and deed and as the act and deed of said corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.

[Signature]
Notary Public

(Notarial Seal)