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June 10, 1997

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Florida Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Dresden Investments, Inc.

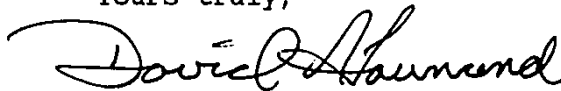
Dear Sir or Madam:

I enclose the original and one copy of the Articles of Dissolution of Dresden Investments, Inc. with the attached Minutes of the Special Meeting of the Shareholders of Dresden Investments, Inc. and the Waiver of Notice and Call of a Special Meeting of the Shareholders.

I also enclose our firm check in the amount of \$35 for your fee, and a self-addressed, stamped envelope so that you can send me a stamped copy of the Articles of Dissolution.

Thank you for your assistance and consideration.

Yours truly,



DAVID A. TOWNSEND

DAT:mc  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DAW  
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Vol. Diss.

ARTICLES OF DISSOLUTION OF  
DRESDEN INVESTMENTS, INC.

Pursuant to Section 607.1403 and 607.0704, the undersigned Corporation adopts these Articles of Dissolution.

- FIRST:** The name of the Corporation is DRESDEN INVESTMENTS, INC.
- SECOND:** The dissolution of DRESDEN INVESTMENTS, INC. was authorized by written consent of 100% of its shareholders at a special Meeting of Shareholders called on June 2, 1997.
- THIRD:** The dissolution of the Corporation was approved in writing by all of its shareholders pursuant to Florida Statute 607.0704(5).
- FOURTH:** All liabilities and obligations of the Corporation have been paid or discharged.
- FIFTH:** All remaining assets have been distributed to the shareholders according to their respective rights and interests.
- SIXTH:** There are no actions pending against the Corporation.
- SEVENTH:** A true copy of the Minutes of the Special Meeting of Shareholders held on June 2, 1997 and written consent for dissolution of the Corporation are attached hereto.

DRESDEN INVESTMENTS, INC.

By: 

JOHN BAST, JR.

Its President and Treasurer

By: 

GARY L. NEWCOM

Its Vice President and Secretary

STATE OF FLORIDA                   )  
COUNTY OF HILLSBOROUGH        )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to

take acknowledgements, personally appeared JOHN BAST, JR., as President of DRESDEN INVESTMENTS, INC., to me known to be the person described in and who executed the foregoing Articles of Dissolution of Corporation and that he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 10TH day of JUNE, 1997.

*David A. Townsend*



DAVID A. TOWNSEND  
COMMISSION # CC 493237  
EXPIRES SEP 5, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Notary Public  
State of Florida

My Commission expires:

STATE OF FLORIDA                     )  
COUNTY OF HILLSBOROUGH        )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared GARY L. NEWCOM, as Vice-President of DRESDEN INVESTMENTS, INC., to me known to be the person described in and who executed the foregoing Articles of Dissolution of Corporation and that he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 10TH day of JUNE, 1997.

*David A. Townsend*



DAVID A. TOWNSEND  
COMMISSION # CC 493237  
EXPIRES SEP 5, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Notary Public  
State of Florida

My Commission expires:

**MINUTES OF THE SPECIAL MEETING OF THE  
SHAREHOLDERS OF  
DRESDEN INVESTMENTS, INC.**

A Special Meeting of Shareholders was called to order on June 2, 1997, at 10:00 a.m at the offices of Dresden Investments, Inc., at 8506 Sunstate Street, Tampa, Florida 33634. Present were all of the shareholders, JOHN BAST, JR., representing 55% and GARY L. NEWCOM, representing 45% of the shares. The meeting was called to order by the President, JOHN BAST, JR., and the first order of business was to execute a Waiver of Notice of the Special Meeting of Shareholders. Both shareholders, representing 100% of the outstanding capital stock of DRESDEN INVESTMENTS, INC. did so, and the President directed that a copy be attached to these Minutes.

The President indicated that both shareholders had decided that the corporation was to be dissolved and that the meeting was called for the purpose of passing a resolution authorizing the various acts necessary to accomplish that dissolution and insure that the affairs of the corporation were properly closed out.

The President noted that the corporation's checking account balance at SunTrust, Account #0658020263665, had a balance of \$77,592.51, as of May 31, 1997. It was further noted that the promissory note owed to DRESDEN INVESTMENTS, INC. by BAST HARDWOOD FLOORS had a present principal balance of \$27,464.26; that the land and building owned by the corporation were encumbered by a note and mortgage to Joseph J. Rendzio and Arlene E. Rendzio, with a current principal balance of \$293,548.50. It was further noted that the only other liability of the corporation was for accrued real estate taxes and sales taxes for the previous month.

Accordingly, the President directed that sufficient funds be set aside in the bank account to take care of these current liabilities and that the balance of the monies held in the SunTrust Bank Account be split between JOHN BAST, JR. and GARY L. NEWCOM on a pro rata basis equal to their respective ownership of the corporation. The President then directed that the promissory note owed by Bast Hardwood Floors, Inc. be assigned to JOHN BAST, JR. and GARY L. NEWCOM in such a fashion that future principal and interest payments be made to them on a pro rata basis equivalent to their ownership of DRESDEN INVESTMENTS, INC. Mr. BAST further directed that a Quit Claim Deed be prepared for the corporation to

deed its land and building to JOHN BAST, JR. and GARY L. NEWCOM, deeding a 55% interest to JOHN BAST, JR. and a 45% interest to GARY L. NEWCOM, held as tenants in common. It was noted that Mr. BAST and Mr. NEWCOM had agreed to pay the balance due to the Rendzios, and thereby personally purchase the land and building held by DRESDEN INVESTMENTS, INC. After the foregoing discussion regarding the manner in which the corporation was to be dissolved, and upon motion duly made, seconded and unanimously carried, it was

RESOLVED that the officers of the corporation are authorized to take such actions as are necessary in order to carry out the liquidation and dissolution of DRESDEN INVESTMENTS, INC., in accordance with the foregoing and that these minutes shall constitute a written consent by shareholders to dissolve DRESDEN INVESTMENTS, INC. pursuant to Florida Statute §607.0704(5).

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, it was

RESOLVED that the meeting be adjourned.

DRESDEN INVESTMENTS, INC.

ATTEST:

By: 

JOHN BAST, JR.

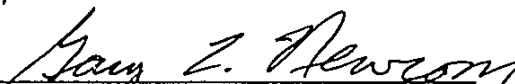
Its: President and 55% shareholder

Corporate Seal

By: 

GARY L. NEWCOM

Its: Secretary



GARY L. NEWCOM

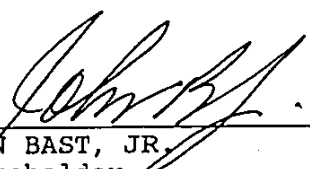
Its: Vice President and 45% shareholder

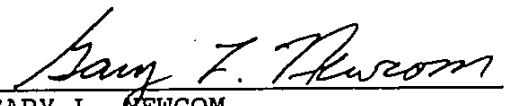
WAIVER OF NOTICE AND CALL OF A SPECIAL MEETING  
of the  
SHAREHOLDERS OF

DRESDEN INVESTMENTS, INC.

The undersigned, being the shareholders to the Articles of Incorporation of the above named corporation, do hereby call a Special Meeting of Shareholders to be held at the offices of DRESDEN INVESTMENT, INC., 8506 Sunstate Street, Tampa, Florida 33634, on June 2, 1997, for the purpose of authorizing dissolution of said corporation and the transaction of such other business as may properly come before said meeting, and we do hereby consent to the transaction of any and all such business to come before the meeting, and we do hereby waive all statutory, charter or by-law requirements as to Notice and Call of the meeting.

Dated: June 2, 1997.

  
\_\_\_\_\_  
JOHN BAST, JR.  
Shareholder

  
\_\_\_\_\_  
GARY L. NEWCOM  
Shareholder