

ACTION OF BOARD OF DIRECTORS AND SHAREHOLDERS
OF KARPA, INC.



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A Special Meeting of the Board of Directors and Shareholders of the Corporation was convened on December 17, 1999.

Present were the following:

Richard P. Vohnoutka

Being the sole Director and Shareholder of the Corporation.

The meeting was called to order by Richard P. Vohnoutka. It was moved, seconded and unanimously carried that Richard P. Vohnoutka act as Chairman and Richard P. Vohnoutka act as Secretary/Clerk.

The Chairman moved to vote a resolution that the Corporation convey the corporation's real property located in New Bedford, Massachusetts and fully described in Exhibit "A" hereto to Richard P. Vohnoutka, 793 Gifford Road, Westport, Mass., and that upon closing the transfer of said property and the recordation of the deed of transfer in the Bristol County (S.D.) Registry of Deeds, to file Articles of Dissolution with the Secretary of the Commonwealth of Massachusetts, Corporations Division, pursuant to M.G.L. 156(b).

Upon Motion duly made and seconded, it was so voted.

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

Richard P. Vohnoutka,
Secretary/Clerk

Attest:

Board of Directors

Richard P. Vohnoutka