

LAW OFFICES

KRAMER, ALI, FLECK, CAROTHERS, HUGHES & GELB

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

SCOTT KRAMER, P.A.
THOMAS J. ALI, P.A.
WILLIAM A. FLECK, P.A.
BARRY D. CAROTHERS, P.A.
HOWARD M. HUGHES, P.A.
GEORGE E. GELB, P.A.**
RONALD L. BORNSTEIN, P.A.*
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JAMES K. O'CONNOR
INVESTIGATOR

F42407

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*ADMITTED FL, NY & CT
**BOARD CERTIFIED IN
MARITAL AND FAMILY LAW
**ADMITTED FL, PA & NJ

February 14, 2001

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

600003718346--8
-02/18/01--01075--013
*****43.75 *****43.75

Re: Articles of Dissolution
Terra Clay Products, Inc.

Dear Sir or Madam:

Enclosed please find a fully executed Articles of Dissolution Form for Terra Clay Products, Inc., along with a check in the amount of \$43.75 which represents the filing fee of \$35.00 and \$8.75 for certified copies of the dissolution.

If you have any questions regarding the foregoing, please do not hesitate to contact me.

Sincerely,

William A. Fleck

William A. Fleck

WAF/sc
Enclosures
cc: Tino Miotto

FILED
01 APR 13 AM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*all 4-13
for dissol*

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April 11, 2001

Florida Department of State
Attn: Anna Chesnut, Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Terra Clay Products, Inc.
Ref. Number: F42407

Dear Anna:

Pursuant to your letter of February 26, 2001 (a copy of which I enclose), please find enclosed the Articles of Dissolution which has been signed by Valentino P. Miotto, President of Terra Clay Products, Inc.

If you need any additional information, please do not hesitate to contact me.

Very truly yours,


William A. Fleck

WAF/sc
Enclosures
cc: Valentino P. Miotto

FILED
01 APR 13 AM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: TERRA CLAY PRODUCTS, INC.

SECOND: The date dissolution was authorized: January 29, 2001

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

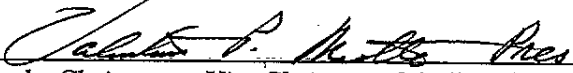
Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

Not applicable

Signed this 6th day of April, 2001.

Signature 
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Valentino P. Miotto
(Typed or printed name)

President
(Title)

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01 APR 13 AM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA