



Affiliated Company of
Banque Piguet & Cie S.A., Member of
Banque Cantonale Vaudoise Group.

K 77830

December 15, 2000

DEPARTMENT OF STATE
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Ref: PRS International Overseas, Inc.

Dear Sirs:

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-12/18/00--01098--015
*****35.00 *****35.00

Enclosed are the following documents:

1. Original Articles of Dissolution, dated December 15, 2000.
2. Copy of the Written Consent of Shareholders, dated December 15, 2000.
3. Check in the amount of \$35.00 for the processing fees.

Please proceed with the dissolution of the above-mentioned company as soon as possible.

Please stamp the enclosed copy of the Articles of Dissolution once it has been filed.
Kindly return it in the enclosed self-stamped envelope.

Thank you for your prompt attention to this matter.

Sincerely,

M. Benitez
Mara C. Benitez
Legal Assistant

\mcb

Enc.

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DEC 18 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12-18-00

ARTICLES OF DISSOLUTION
OF
PRS INTERNATIONAL OVERSEAS, INC.

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

FIRST: The name of this corporation is PRS International Overseas, Inc. (the "Corporation").

SECOND: The date dissolution was authorized: 12/14/00.

THIRD: Adoption of Dissolution (CHECK ONE)

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

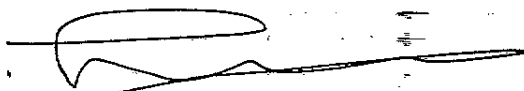
Dissolution was approved by vote of the shareholders through voting groups.

(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 _____."
(voting group)

Signed this _____ day of _____, 2000.

Signature: 

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

Gonzalo Rodríguez-Fraile
(Typed or printed name)

President
(Title)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WRITTEN CONSENT OF SHAREHOLDER
OF
PRS INTERNATIONAL OVERSEAS, INC.

Pursuant to Section 607.1402 of the Florida Business Corporation Act, the undersigned, being the holders of all the outstanding shares of capital stock (the "Shareholder") of **PRS International Overseas Inc.**, a Florida corporation (the "Company"), hereby consent to and approve the following resolution without a meeting and without prior notice:

WHEREAS, the Shareholder believes that it is in the best interests of the Company and the Shareholder to dissolve the Company;

THEREFORE, BE IT RESOLVED, that the Shareholder of the Company hereby consent to the dissolution of the Company and the winding up of its business, the Company's Board of Directors and officers; and further

RESOLVED, that the President or any Vice President and Secretary, Assistant Secretary of the company are hereby authorized and directed to execute Articles of Dissolution with the Secretary of State of the State of Florida substantially the form attached hereto; and further.

RESOLVED, that the President of the company is authorized and directed to execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state or local law, ordinance, statute or rule in connection with and incidental to the dissolution and liquidation of the Company, and to take any and all other action as is deemed appropriate to effectuate the dissolution and liquidation of the Company, and to take any and all other action as is deemed appropriate to effectuate the dissolution and liquidation of the Company.

IN WITNESS WHEREOF, the undersigned have executed this written consent of this 15th day of December, 2000.

SHAREHOLDER:

By: _____
Gonzalo Rodriguez-Fraile

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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