



THE UNITED STATES
CORPORATION
COMPANY

M74561

FILED
99 DEC -3 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 502412 4612404

AUTHORIZATION : Patricia Kyzut

COST LIMIT : \$ 35.00

ORDER DATE : December 3, 1999

ORDER TIME : 3:20 PM

ORDER NO. : 502412-005

200003061162--6

CUSTOMER NO: 4612404

CUSTOMER: Harry S. Cline, Esq
Macfarlane Ferguson & McMullen
Suite 200
625 Court Street
Clearwater, FL 33756

dis

DOMESTIC FILINGS

NAME: SAE OF AMERICA, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 DEC -3 PM 4:41

RECEIVED

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

AOR

12/6/99

FILED
99 DEC -3 PM 4:44
STATE
TALLAHASSEE, FLORIDAARTICLES OF VOLUNTARY DISSOLUTION OF CORPORATIONSTATE OF FLORIDA
COUNTY OF MIAMI-DADE

We, the undersigned President and Secretary of SAE OF AMERICA, INC., a corporation organized under the laws of the State of Florida, do hereby, for the purposes of complying with the provisions of Florida Statute 607.1403 (1989), in relation to the voluntary dissolution of a corporation, make and attest these Articles of Dissolution and attach hereto the written consent of the Shareholders of SAE OF AMERICA, INC. for dissolution and certify as follows:

1. The name of the Corporation is SAE OF AMERICA, INC. The Articles of Incorporation of said Corporation were filed in the office of the Secretary of State of Florida on the 30th day of March, 1988. Said Corporation desires to dissolve.

2. The names and addresses of the Officers and Directors of the Corporation are as follows:

James P. Fenton 1200 Brickell Avenue
Suite 305
Miami, FL 33131

Jefferson N. Powell, Jr. 1200 Brickell Avenue
Suite 305
Miami, FL 33131

3. All debts, obligations and liabilities of the Corporation have been paid, discharged or adequate provision has been made therefor.

4. All remaining property and assets of the Corporation have been distributed to the Shareholder in accordance with its respective rights and interests.

5. There are no actions pending against the Corporation in any court.

6. The Board of Directors and Shareholder of said Corporation in a meeting duly held and called for that purpose on the

21st day of September, 1999, at the offices of corporation, notice of such meeting being duly waived by each and all of the Directors and Shareholder by written waiver in writing and forming a part of the Minutes of said meeting, did, by unanimous vote of the whole Board and sole Shareholder, adopt the following resolutions:

RESOLVE that in the judgment of this Board of Directors it is deemed desirable and advisable to dissolve this Corporation; and

BE IT FURTHER RESOLVED, that the President and Secretary execute Articles of Dissolution showing the adoption of these resolutions and that they also attest the written consent of the sole Shareholder of the Corporation that the Corporation be dissolved and execute and verify all of the statements required by law to dissolve said Corporation pursuant to the provisions of Florida Statutes; and

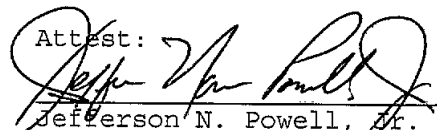
THAT the President and Secretary cause such Articles of Dissolution to be filed in the office of the Secretary of State; and

THAT the Officers and Directors of the Corporation take such further action as may be required to effectuate the dissolution of the Corporation and to wind up its business and affairs pursuant to provisions of Florida Statutes.

AND WHEREUPON, at said meeting, the owner and holder of the entire issued and outstanding stock of the Corporation did signify its consent, in writing, that such Corporation be dissolved by signing and executing the consent, which is affixed hereto and forms a part hereof.

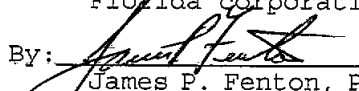
IN WITNESS WHEREOF, we have made and executed these Articles of Dissolution to be effective this 5th day of October, 1999.

Attest:


Jefferson N. Powell, Jr.
Secretary

SAE OF AMERICA, INC., a
Florida corporation

By:

 (SEAL)
James P. Fenton, President

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

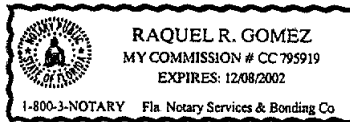
I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, JAMES P. FENTON and JEFFERSON N. POWELL, JR., as President and Secretary, respectively of SAE OF AMERICA, INC., a Florida corporation, to me personally known or who has produced as identification, and known to me to be the individuals described in and who executed the foregoing instrument and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, said County and State, this 19th day of October, 1999.

Raquel R. Gomez
Notary Public

Print Name Raquel R. Gomez

My Commission Expires: 12/08/2002



CONSENT TO DISSOLVE

COMWARE U.S.A., INC., as the sole Shareholder of SAE OF AMERICA, INC., hereby consents to the action taken by the Board of Directors resolving to dissolve SAE OF AMERICA, INC.

Effective this 30th day of September, 1999.

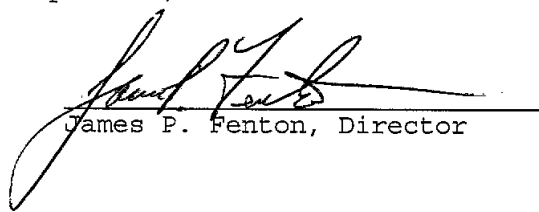
COMWARE U.S.A., INC., a Florida corporation

By: 

James P. Fenton, President

The undersigned, being the sole Director of SAE OF AMERICA, INC., acknowledges his written consent to the action taken by the Board of Directors to dissolve SAE OF AMERICA, INC.

EFFECTIVE this 30th day of September, 1999.


James P. Fenton, Director