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Cover Letter for Articles of Dissolution

Return address and phone number follow:

Tania M. Paz, Vice President  
CP Worldwide, Inc.  
9737 NW 41st Street, Suite 408  
Miami, FL 33178  
(305) 220-7374

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-04/02/01-01117-005  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

FILED  
01 APR -2 PM 3: 56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dissolution

T BROWN APR - 9 2001

ARTICLES OF DISSOLUTION

FILED  
01 APR -2 PM 3: 56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: CP Worldwide, Inc.

SECOND: The filing date of the articles of incorporation was: 8/4/00

THIRD: (CHECK ONE)  
 None of the corporation's shares have been issued.  
 The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)  
 A majority of the incorporators authorized the dissolution.  
 A majority of the directors authorized the dissolution.

Signed this 25 day of March, 2001.

Signature Tania Paz  
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Tania Paz  
(Typed or printed name)

Vice President & Incorporator  
(Title)