

SHUTTS  
&  
BOWEN  
LLP

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P97000054427  
March 12, 2002

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

700005173887-3  
-03/28/02-01029-010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**RE: Articles of Dissolution of Downunder Trading USA, Inc.**

Dear Sirs:

Enclosed please find the Articles of Dissolution of Downunder Trading USA, Inc. and a check in the amount of \$35 payable to the Florida Secretary of State to cover the filing fee. Please send the acknowledgment letter regarding the filing of the aforesaid Articles of Dissolution to the following address:

Shutts & Bowen, LLP  
Attn: Diego L. Restrepo, Esq.  
201 S. Biscayne Blvd., Suite 1600  
Miami, Florida 33131

Should you have any questions regarding this letter or its enclosure, please do not hesitate to contact the undersigned at (305) 415-9051.

Very truly yours,

*Diego Restrepo*  
Diego L. Restrepo

Enclosure

cc: Mr. Jorge E. Uribe  
Geoffrey Randall, Esq.

*Mr. Restrepo authorized  
to correct name of  
Corporation.*

MIADOCs 493665.2 DIR

*Dissolution  
LR 4-8-2002*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 MAR 28 AM 10:49

DOWNUNDER TRADING (U.S.A.), INC.

2002 MAR 28 AM 10:49

**ARTICLES OF DISSOLUTION**

Pursuant to Section 607.1403 of the Florida Business Corporation Act, this Florida profit corporation submits the following Articles of Dissolution:

1. The name of the corporation is Downunder Trading (U.S.A.), Inc. (the "Corporation").
2. The sole shareholder of the Corporation has authorized the dissolution of the Corporation pursuant to a Written Consent of the Sole Shareholder dated as of February 28<sup>th</sup>, 2002.
3. Such written consent is sufficient to authorize the dissolution of the Corporation under the Corporation's Articles of Incorporation and Bylaws, and the provisions of the Florida Business Corporation Act.
4. The Corporation shall be dissolved upon the filing of these Articles of Dissolution with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed as of this 28<sup>th</sup> day of February, 2002.

DOWNUNDER TRADING (U.S.A.), INC.

By: Jorge E. Uribe  
Jorge E. Uribe, President