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FILED
2002 SEP 27 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 761281 4805429
AUTHORIZATION :
COST LIMIT : \$ 25.00

Patricia Pizito

ORDER DATE : September 26, 2002

ORDER TIME : 10:02 AM

ORDER NO. : 761281-005

CUSTOMER NO: 4805429

CUSTOMER: Marianne Smith, Legal Asst
Fenwick & West
815 Connecticut Ave, Nw
Suite 200
Washington, DC 20006

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DOMESTIC FILINGS

NAME: FILATURA USA INC.

700008073817--5

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

C. Coullotte SEP 27 2002

CONTACT PERSON: Susie Knight - EXT# 1156

EXAMINER'S INITIALS: _____

**ARTICLES OF DISSOLUTION
OF
FILATURA USA INC.**

Pursuant to Section 607.1403, Florida Statutes, this Florida for profit-corporation submits the following Articles of Dissolution:

- FIRST:** The name of the corporation is Filatura USA Inc.
- SECOND:** The date dissolution was authorized: August 28, 2002.
- THIRD:** Dissolution was approved by the sole shareholder. The number of votes cast for dissolution was sufficient for approval.

Signed this 28 day of August, 2002.



Ian Heunis
Chief Executive Officer

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**UNANIMOUS WRITTEN CONSENT
OF THE SOLE SHAREHOLDER OF
FILATURA USA INC.
WITHOUT A MEETING**

August 28, 2002

The undersigned, being the sole shareholder of Filatura USA Inc., a Florida corporation (the "*Corporation*"), does hereby consent to and approve the adoption of the following resolution(s), without a meeting, pursuant to Section 607.0704 of Florida Business and Corporation Act and the Bylaws of the Corporation, effective as of the date first set forth above:

Voluntary Dissolution of the Corporation

WHEREAS, it is deemed advisable and in the best interests of the Corporation to wind up and dissolve;

NOW, THEREFORE, BE IT RESOLVED, that the shareholder hereby elects for the Corporation to discontinue business as a corporation and to wind up and dissolve; and

RESOLVED FURTHER, that the officers of the Corporation are hereby authorized to dissolve the Corporation in accordance with the provisions of the Florida Business Corporation Act; and

RESOLVED FURTHER, that the officers of the Corporation are hereby authorized to do or cause to be done any and all acts and things and to execute and deliver any and all documents they may deem necessary and appropriate to settle the affairs of the Corporation, to collect the outstanding debts of the Corporation, to pay or provide for the payment of the liabilities and obligations of the Corporation, to distribute the Corporation's remaining assets, and to do all other things necessary to carry into effect the purposes and intent of the foregoing resolutions.



Castellano-Belltrame Pty Ltd.

Name: Ian Heunis
Title: CEO

Date: August 28, 2002