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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Madera Holdings, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

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3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

RECEIVED
00 JUL -6 AM 10:04
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

07-06-00

Examiner's Initials CC

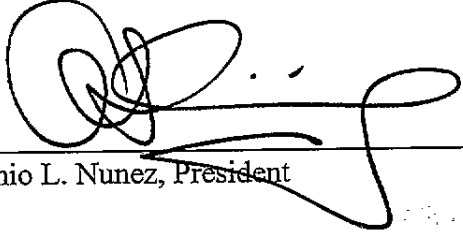
ARTICLES OF DISSOLUTION
OF
MADERA HOLDINGS, INC.

FILED
00 JUL -6 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

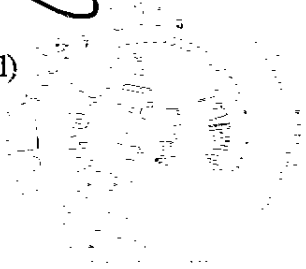
1. The name of this corporation is MADERA HOLDINGS, INC.
2. MADERA HOLDINGS, INC. elected to dissolve pursuant to the Written Consent of its Shareholders and sole Director, which Written Consent was effective as of May 5, 2000. A copy of such Written Consent is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 28th day of JUNE, 2000.

MADERA HOLDINGS, INC.,
a Florida corporation

By: 
Antonio L. Nunez, President

(Corporate Seal)



**WRITTEN CONSENT
OF THE
SHAREHOLDERS AND SOLE DIRECTOR
OF
MADERA HOLDINGS, INC.**

The undersigned, being all of the Shareholders and sole Director, respectively, of MADERA HOLDINGS, INC., a Florida corporation (the "Corporation"), do hereby consent to the adoption and approval of the following resolutions:

Adoption of Plan of Complete Liquidation and Dissolution

WHEREAS, the Director of this Corporation deems it advisable and in the best interest of the Corporation and its Shareholders that the Corporation be completely liquidated and dissolved; and

WHEREAS, the Director finds that it is advisable to adopt a plan of complete liquidation in accordance with the requirements of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Shareholders of this Corporation deem it advisable and in their best interest that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation presented to them by the Director of this Corporation, it is

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

1. The officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.

2. As soon as practicable, the officers shall wind up the affairs of the Corporation; pay or provide for the payment of its liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses, if they deem such a reserve to be desirable, and distribute to the Shareholders in cancellation of their shares, any remaining assets of the Corporation subject to any remaining unpaid liabilities.

3. If a reserve is established to meet claims against the Corporation, the officers shall arrange for the distribution of any unused balance of such reserve to the Shareholders as soon as practicable.

4. The officers of the Corporation are authorized and directed to file, or to have counsel for the Corporation file, Form 966 with the Internal Revenue Service together with a certified copy of this Resolution, within 30 days after the date hereof.

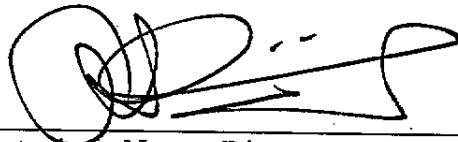
5. The officers of the Corporation are authorized and directed to file such other forms and documents required by the State of Florida, including, but not limited to, Articles of Dissolution, and by the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.

FURTHER RESOLVED, that the officers of the Corporation, be, and they hereby are, authorized and directed to execute whatever instruments and documents, and take whatever additional actions they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolution.

Waiver of Other Requirements

RESOLVED, that the preparation of annual financial statements for the Corporation, within any specific period of time, for this year and all prior years be, and it hereby is, waived.

Effective Date: May 5, 2000



Antonio L. Nunez, Director



Maria A. Ferro de Nunez, Shareholder



Maria Antonieta Nunez de Vidal, Shareholder