

CAPITAL CREDIT UNION INC.  
 417 E. Virginia Street, Tallahassee, Florida 32301  
 (850) 224-8870 Fax (850) 342-8067

**V58298**

Denebula Corporation

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- Art of Inc. File duss
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File for
- UCC 11 Search for
- UCC 11 Retrieval 8/1/01
- Courier \_\_\_\_\_

FILED  
 01 MAR - 1 PM 2:53  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by HC Date 3-1-01 Time 10:50

Name \_\_\_\_\_ Will Pick Up \_\_\_\_\_

**ARTICLES OF DISSOLUTION  
OF  
DENEbola CORPORATION**

**FILED**  
01 MAR -1 PM 2:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the above-named Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

**ARTICLE ONE  
NAME**

The name of the Corporation is "DENEbola CORPORATION"

**ARTICLE TWO  
OFFICERS**

The name and address of its officers is:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Giuseppe Gentile	President and Secretary	700 Brickell Avenue, Suite 500 Miami, FL 33131

**ARTICLE THREE  
DIRECTOR**

The name and address of its directors is:

<u>Name</u>	<u>Address</u>
Giuseppe Gentile	700 Brickell Avenue, Suite 500 Miami, FL 33131

**ARTICLE FOUR  
LIABILITIES**

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

**ARTICLE FIVE  
DISTRIBUTION OF ASSETS**

All remaining property and assets of the Corporation have been distributed among the shareholders in accordance with their respective rights and interests.

**ARTICLE SIX  
LEGAL ACTIONS**

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

**ARTICLE SEVEN  
ELECTION TO DISSOLVE**

A copy of the Corporate Consent of Shareholders to Dissolve, having been signed by all of the shareholders of the Corporation on the 28<sup>th</sup> day of February, 2001 is attached hereto.

DATED this 28<sup>th</sup> day of February, 2001

**DENEBULA CORPORATION, a Florida  
corporation**

By: \_\_\_\_\_

  
**Giuseppe Gentile, President and Director**

**JOINT WRITTEN CONSENT  
OF SOLE DIRECTOR AND SOLE SHAREHOLDER  
OF  
DENEbola CORPORATION**

The undersigned, constituting the sole Director and the Sole Shareholder of **DENEbola CORPORATION**, a Florida corporation, (the "Corporation") do hereby consent, pursuant to the Florida General Corporation Act, to the adoption of the following preambles and resolutions in lieu of a special joint meeting of the Board of Directors and Shareholder of the Corporation:

**WHEREAS, STARLITE VENTURES LIMITED**, a British Virgin Islands corporation, is the owner of 1,000 shares of the common stock of the Corporation, which constitute all of the issued and outstanding shares of the Corporation.

**WHEREAS**, the Corporation desires to adopt a Plan of Liquidation.

**NOW, THEREFORE, BE IT RESOLVED**, that the Plan of Liquidation of the Corporation in the form attached hereto, is hereby approved, ratified and adopted, thereby permitting the liquidation of the Corporation in accordance with §331 of the Internal Revenue Code, as amended (the "Code"), and the dissolution of the Corporation pursuant to Florida Statutes §607.1402; and

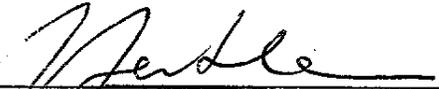
**RESOLVED**, that the President and Secretary of the Corporation be, and he is hereby authorized, empowered and directed in the name and on behalf of the Corporation, to take such additional action and to execute and deliver such additional agreements, documents and instruments

as he may deem necessary or appropriate to implement the provisions of the foregoing resolutions, the authority for the taking of such action and the execution and delivery of such agreements, documents and instruments to be conclusively evidenced thereby.

IN WITNESS WHEREOF, the undersigned has executed this unanimous Joint Written

Consent as of the 28<sup>th</sup> day of February, 2001

**DENEBULA CORPORATION, a Florida corporation**

By:   
**GIUSEPPE GENTILE, President, Secretary and sole Director**

**Sole Stockholder:**

**STARLITE VENTURES LIMITED, a British Virgin Islands corporation**

By:   
**GIUSEPPE GENTILE, Director**

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