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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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dissol

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HAROLD E. WOLFE, JR.*

*ADMITTED TO BARS OF:

FLORIDA

GEORGIA

ALABAMA

February 24, 2005

* FLORIDA BAR BOARD
CERTIFIED TAX ATTORNEY
* FLORIDA BAR BOARD
CERTIFIED ESTATE
PLANNING AND PROBATE
ATTORNEY

Via UPS Overnight

SECRETARY OF STATE
Division of Corporations
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

Re: **Filing of Articles of Dissolution of:**
HUMCLA, INC.

Dear Sir/Madam:

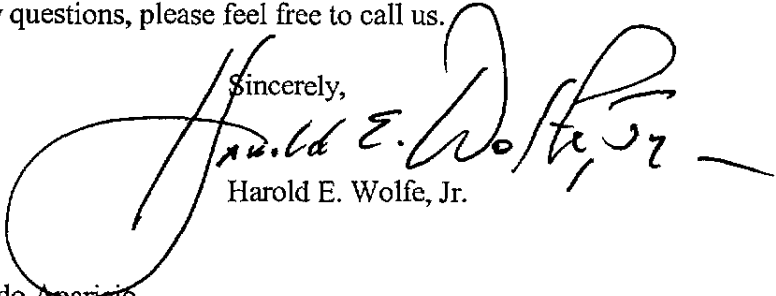
Enclosed for filing in the corporate records of the State of Florida, are Articles of Dissolution for HUMCLA, INC., a Florida Corporation. We have also enclosed our check in the amount of \$35.00 to cover the cost of filing the Articles of Dissolution.

Once the Articles of Dissolution have been filed in the corporate records of the State of Florida, we would appreciate your forwarding to us a date stamped copy of these filed Articles of Dissolution for our records in the enclosed self-addressed stamped envelope.

Please note that Mr. and Mrs. Aparicio, who are the Corporation's President and Secretary, respectively, are Colombian citizens. The document was notarized in Colombia. Be aware that the Colombian notary notarized the back of the document and not the notary clauses per se. Therefore, the back of the last page of the Articles should be recorded. Please insure that the filing of these Articles of Dissolution will be done by the end of February.

Should there be any questions, please feel free to call us.

Sincerely,


Harold E. Wolfe, Jr.

HEW:fss

Enclosures

xc: Mr. and Mrs. Eduardo Aparicio
Bonnie Romer, E.A.

ARTICLES OF DISSOLUTION

OF

HUMCLA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, President and Secretary/Treasurer of the Corporation, do hereby file these Articles of Dissolution of HUMCLA, INC., a Florida Corporation, pursuant to Sections 607.1402 and 607.1403 of the Florida Statutes.

ARTICLE I - NAME OF CORPORATION

The dissolved Corporation's name is HUMCLA, INC.

ARTICLE II - DATE DISSOLUTION AUTHORIZED

The Dissolution was authorized on December 6th, 2004, pursuant to a Special Meeting of the Corporation's Stockholders and Directors held on December 6th, 2004.

ARTICLE III - DISSOLUTION AUTHORIZED BY STOCKHOLDER APPROVAL

The Corporation's dissolution herein was authorized by Stockholder approval pursuant to the procedures set forth in Florida Statutes §607.1402(2)(b), (4) and (5). Pursuant to Florida Statutes §607.1402(5), the Stockholders unanimously approved such Dissolution on December, 6th 2004; therefore, the number of Stockholder votes cast for Dissolution was sufficient for approval as required in Florida Statutes §607.1403(1)(c).

ARTICLE IV - EFFECTIVE DATE

Pursuant to Florida Statutes §607.1403(2), the Corporation's Dissolution shall be effective as of the close of business on December 6th, 2004, and shall be completed no later than December 31, 2004.

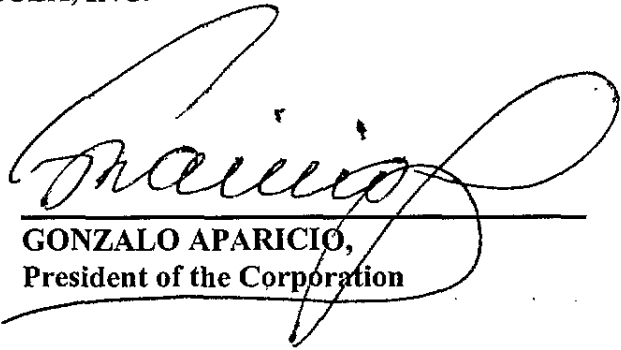
ARTICLE V - ADOPTION OF PLAN OF CORPORATE LIQUIDATION

The Corporation's dissolution was authorized pursuant to a Plan of Liquidation adopted by the Corporation's Directors and Stockholders on December 6th, 2004 and the Corporation's Dissolution shall be carried out strictly in accordance with such Plan.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 6th day of December, 2004.

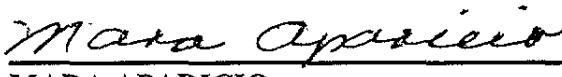
HUMCLA, INC.

By:



GONZALO APARICIO,
President of the Corporation

By:



MARA APARICIO,
Secretary/Treasurer of the Corporation