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June 16, 2000

SECRETARY OF STATE
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

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-08/14/00-01120-004
*****87.50 *****52.50

RE: ARAXA CORP.

Gentlemen:

Enclosed herewith please find Articles of Dissolution, with copies of Resolution to be attached to Form 966 and Form 966, attached, with regard to the above corporation, together with check in the amount of \$87.50 to cover the filing fee and certified copy.

We would appreciate your appropriately filing these Articles of Dissolution and advising this office should you require any further information and/or documentation to complete the filing. Otherwise, we will await a response from your office that the enclosures are satisfactory and in proper form and content.

We thank you in advance for your usual courtesies and prompt attention.

Very truly yours,

M. Frankel

MELVIN F. FRANKEL

MFF:cj
Enclosures (as stated)

FILED
00 AUG 14 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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not disse

ARTICLES OF DISSOLUTION

OF

ARAXA CORP.

FILED
00 AUG 14 AM 7:145
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. The name of the corporation is **ARAXA CORP.**
2. The names and respective addresses of its directors are:

CARLA JACKSON
2130 SUNTRUST INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131-1777

YVONNE CALVERT
2130 SUNTRUST INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131-1777

3. The names and respective addresses of its officers are:

CARLA JACKSON - PRESIDENT
2130 SUNTRUST INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131-1777

YVONNE CALVERT - SECRETARY/TREASURER
1400 SUNTRUST INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131-1777

4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.

5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interest and the shareholders have assumed responsibility for the payment of any and all obligations which arose during the existence of the corporation.

6. There are no actions pending against the corporation in any court (or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the corporation in any pending action).

7. A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 31st day of May, 2000.

Dated this 31st day of May, 2000.

ARAXA CORP.

BY: Carla Jackson
CARLA JACKSON, President

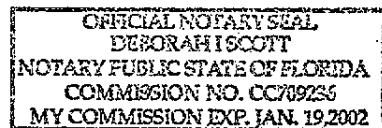
ATTEST:

Yvonne Calvert
YVONNE CALVERT, Secretary

STATE OF FLORIDA :
COUNTY OF MIAMI-DADE :

The foregoing instrument was acknowledged before me this 31st day of May, 2000, by CARLA JACKSON and YVONNE CALVERT, who are personally known to me.

Deborah I. Scott
PRINT NAME: Deborah I. Scott
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission No:



CERTIFIED COPY OF RESOLUTION TO BE ATTACHED TO FORM 966

I, YVONNE CALVERT, do hereby certify that I am the duly elected and acting Secretary of ARAXA CORP., a Florida Corporation; that the following is a true and correct copy of certain preambles and resolutions duly adopted by the Board of Directors of said corporation by unanimous consent; and that said preambles and resolution are in full force and effect, to wit:

WHEREAS, the shareholders of this Company have executed and delivered to this Company, a consent to the dissolution of this Company; and

WHEREAS, this Company is to be voluntarily dissolved pursuant to the appropriate provisions of The Business Corporation Act of Florida; and

WHEREAS, it is now desired that a plan be effected for the complete liquidation of this Company pursuant to the provisions of Internal Revenue Code 331;

NOW, THEREFORE, BE IT RESOLVED, that the following plan for the complete liquidation of this Company be and the same is hereby adopted:

(1) The proper officers of this Company shall forthwith file the appropriate Statement of Intent to Dissolve pursuant to the provisions of The Business Corporation Act of Florida.

(2) The assets and property of this Company, subject to its liabilities, if any, shall be assigned and conveyed equally to the shareholders of this Company, upon said shareholders agreeing to assume and pay said liabilities and surrendering for cancellation the certificates representing all of the outstanding shares of stock of this Company, and the proper officers of this Company shall execute, endorse and deliver all assignments, powers, deeds, bills of sale and documents of conveyance or other documents necessary to effect such conveyance to the shareholders.

(3) Upon such conveyance and assumption, this Company shall be dissolved, and the proper officers of this Company shall file with the Secretary of State of the State of Florida the appropriate Articles of Dissolution pursuant to the provisions of the Business Corporation Act of Florida, and such other documents as may be required under the laws of Florida or of the United States as in such case may be provided.

WITNESS my hand as Secretary of said corporation and with its corporate seal hereunto affixed this 24 day of May, 2000.

ARAXA CORP.

By: Yvonne Calvert
YVONNE CALVERT, Secretary
(CORPORATE SEAL)