

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Austin, Inc

F40441

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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Signature _____

Requested by: _____

Name _____

Date _____

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☒ Art of Inc. File _____

____ 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 _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

ARTICLES OF DISSOLUTION OF
Aoustin Inc.

The undersigned President and Secretary of Aoustin Inc., hereby make, acknowledge and file with the Secretary of State of Florida these Articles of Dissolution for the purpose of dissolving the Corporation in accordance with the laws of the State of Florida.

I. THE NAME OF THE CORPORATION

The name of the Corporation to be dissolved is Aoustin Inc.

II. THE NAMES AND ADDRESSES OF ITS OFFICERS

The Officers of the Corporation are:

Jean Aoustin	Charles Berberat
President/Secretary/Treasurer	Vice President
2 Rue de la Corderie	14906 Palmcrest Place
76000 Rouen, FRANCE	Tampa, Florida 33625

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III. THE NAMES AND ADDRESSES OF ITS DIRECTORS

The sole Director of the Corporation is:

Jean Aoustin
2 Rue de la Corderie
76000 Rouen, FRANCE

IV. DISCHARGE OF LIABILITY

All of the liabilities of the Corporation have been satisfied and discharged or adequate provision has been made for the satisfaction or discharge of such liabilities, prior to the filing of these Articles of Dissolution.

V. DISTRIBUTION OF ASSETS

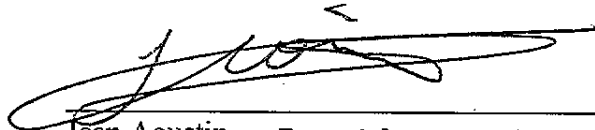
All the remaining property and assets of the Corporation have been distributed to its sole shareholder in accordance with its rights and interest.

VI. PENDING ACTION

There are no legal actions of any kind pending against the Corporation in any court as of the filing of these Articles of Dissolution.

VII. WRITTEN CONSENT TO DISSOLVE

Attached to these Articles of Dissolution is an executed copy of the Action by Joint Written Consent of the Stockholder and Board of Directors of the Corporation which acts upon and approves the liquidation and dissolution of the Corporation as of March 31, 2001. The number of votes cast for dissolution was sufficient for approval.



Jean Aoustin, President and Secretary
of Aoustin, Inc.

**ACTION BY JOINT WRITTEN CONSENT OF THE
STOCKHOLDER AND BOARD OF DIRECTORS OF Aoustin Inc.**

The undersigned, being the sole member of the Board of Directors and the sole shareholder of Aoustin Inc. (the "Corporation"), do hereby adopt the following resolutions pursuant to the provisions of Sections 607.0704 and 607.0821, Florida Statutes, in lieu of any special meeting provided for in the Bylaws or otherwise:

WHEREAS, the Corporation has sold substantially all of its business assets and assigned certain of its liabilities to Dover Resources, Inc., through Ronningen-Petter, its division, pursuant to the terms of the Asset Purchase Agreement (the "Asset Purchase Agreement") executed on September 30th, 2000.

RESOLVED, that the corporation be liquidated.

RESOLVED, that in accordance with such plan of liquidation, the Corporation's President, Jean Aoustin, is hereby authorized and directed to:

1. Distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the Corporation,
2. File Articles of Dissolution with the Secretary of State in Tallahassee, Florida,
3. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and
4. Provide for the payment of any indebtedness owed by the Corporation to any creditors or lienors, and

FURTHER RESOLVED, that the President of the Corporation is hereby authorized on behalf of the Corporation to execute, perform and deliver such other documents and take such further actions as deemed necessary or appropriate to accomplish the intent of the foregoing resolutions.

DATED as of the 31st day of March, 2001.

BY THE STOCKHOLDER:

F. Aoustin & CIE

By: 

Jean Aoustin, its President

BY THE BOARD OF DIRECTORS:

By: 

Jean Aoustin, Director