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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB -5 PM 2:26

Fontenay Investment Corp.
535 Park Ave. N
Winter Park, FL 32789

December 31, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Dissolution for the following corporation:
Fontenay Investment Corp. EIN: 59-2344950

Dear Sir or Madam:

We are attaching signed Articles of Dissolution for the above named corporation. According to your instructions, we are providing our telephone number and address:

Telephone number: 407/629-9082
Address: 535 Park Ave. N
Winter Park, FL 32789

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-02/05/01--01020--008
*****43.75 *****43.75

Also included is a check for \$43.75. This amount represents the \$35 filing fee, plus \$8.75 for a Certificate of Status.

If you have any questions regarding these Articles of Dissolution, please feel free to contact either myself or my accountant, Linda G.T. Parks. Linda G.T. Parks may be reached at 407-875-2760; or:

Parks, Tschopp, Whitcomb & Orr, P.A.
2600 Maitland Center Parkway, Suite 330
Maitland, Florida 32751.

Very truly yours,


Bernhard Garbe
President

Enclosures

Uoldis

V. SHEPARD FEB 8 2001

ARTICLES OF DISSOLUTION

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Pursuant to 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Fontenay Investment Corporation
EIN: 59-2344950

SECOND: The date of dissolution was authorized: December 31, 2000

THIRD: The dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Signed this 31st day of December, 2000.

Signature _____

(Bernhard Garbe, President)

RESOLUTIONS OF BOARD OF DIRECTORS
Resolution of Board of Directors of Fontenay Investment Corp.
Adopting a Plan of Complete Liquidation

RESOLVED, that in the judgment of the Board of Directors of the Corporation, it is deemed advisable and for the benefit of the Corporation that it should be dissolved;

RESOLVED, that a plan of liquidation be, and it hereby is, formulated to effect such liquidation and dissolution in accordance with the following resolutions;

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any or all of the tangible assets of the Corporation, which in their judgment should be so sold or liquidated to facilitate the liquidation of the Corporation;

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to file a Certificate of Dissolution signed by the stockholders of the Corporation with the Secretary of State of the State of Florida;

RESOLVED, that, after providing for all the proper debts of the Corporation, the remaining assets of the Corporation, be distributed to the stockholders of the Corporation;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation of the Corporation and the distribution of all its assets be commenced immediately, and that its subsequent dissolution and the distribution of all its assets be completed as soon as practicable, but in no event later than December 31, 2000; and

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such further acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and fully to effectuate the purposes of the foregoing resolutions.

AGREEMENT AND PLAN OF LIQUIDATION AND RELATED DOCUMENTS
Agreement and Plan of Liquidation

AGREEMENT AND PLAN OF LIQUIDATION made this 28th day of December, 2000, between Udo Garbe and Bernhard Garbe (hereinafter called the Shareholders), and Fontenay Investment Corp., a Florida corporation (hereinafter called the Corporation).

WHEREAS, the Shareholders own 5,000 shares of capital stock of the Corporation, which shares constitute all of the issued and outstanding capital stock of the Corporation; and

WHEREAS, the Shareholders wish to approve, authorize, and consent to the voluntary dissolution of the Corporation in accordance with the General Corporation Law of the State of Florida;

NOW, THEREFORE, the parties hereto hereby agree as follows:

The Shareholders approve, authorize, and consent to the voluntary dissolution of the Corporation, such dissolution to be effected as promptly as possible and in no event later than December 31, 2000, and in accordance with the plan of liquidation set forth in this Agreement.

The Shareholders hereby authorize the officers of the Corporation to file a Consent of Stockholder to Dissolution with the Secretary of State of the State of Florida.

The Shareholders hereby resolve that after payment of the Corporation's debts, or provision is made therefore, the officers of the Corporation shall distribute all of the remaining property of the Corporation in complete cancellation or redemption of all of its issued and outstanding capital stock, such distribution to be made as promptly as practicable and in any event not later than December 31, 2000.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Liquidation to be executed by their respective duly authorized officers of the day and year first above written.

Bernhard Garbe

By _____

President

Udo Garbe

By _____

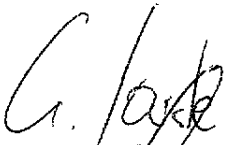
Vice President

Certificate of Dissolution

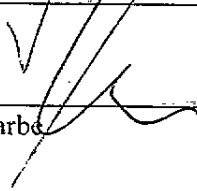
Fontenay Investment Corp.

Stockholder's Consent to a Plan of Complete Liquidation

THE UNDERSIGNED, being the stockholders of Fontenay Investment Corp, a corporation created and existing under and by virtue of the laws of the State of Florida, deeming it advisable and most for the interests of said corporation that the same should forthwith be dissolved, hereby consents to the dissolution of said corporation, as provided for by Section 275 of the General Corporation Law of the State of Florida, and does sign this consent to the end that it may be filed in the office of the Secretary of state.



Udo Garbe



Bernhard Garbe