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June 8, 2001

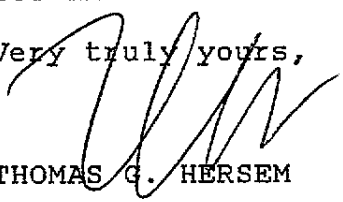
Division of Corporations
Corporate Dissolutions
P.O. Box 6327
Tallahassee, FL 32314

RE: TARATSA CORPORATION

Gentlemen:

I enclose Articles of Dissolutikon for the above, along
with a check in the amount of \$43.75 covering your filing
fee and the cost of a certified copy to be returned to me.

Very truly yours,


THOMAS G. HERSEM

TGH:mg
Enclosures

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01 JUN 13 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
TARATSA CORPORATION

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

FIRST: The name of the corporation is: Taratsa Corporation.

SECOND: The date dissolution was authorized: April 10, 2001.

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

FOURTH: All debts, obligations and liabilities of this corporation have been paid or discharged, or adequate provision has been made therefor.

FIFTH: All remaining property or assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

SIXTH: There are no actions pending against the corporation.

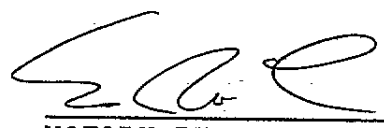
Dated: May 10, 2001.


GEORGE LEUNES
President

STATE OF N.Y.
COUNTY OF RICHMOND

The foregoing was acknowledged before me by GEORGE LEUNES, to me personally known or who presented the following identification: GEORGE LEUNES and who took an oath, this 17 day of MAY, 2001.

SANG IN LEE
Commissioner of Deeds
City of New York No. 5-915
Certificate Filed in Richmond
Commission Expires Oct. 1, 2001


NOTARY PUBLIC

WRITTEN CONSENT TO LIQUIDATE AND DISSOLVE
TARATSA CORPORATION

The undersigned, being all of the stockholders and directors of TARATSA CORPORATION, a Florida corporation, hereby take the following actions by written consent in lieu of a special meeting of the Board of Directors and shareholders:

RESOLVED that the Corporation be liquidated in accordance with the provisions of the Internal Revenue Code, and further

RESOLVED that in accordance with such plan of liquidation, the officers, directors and accountant for the corporation be, and they are hereby authorized and directed to:

1. File the necessary forms with the District Director of the Internal Revenue Service, together with a copy of this consent.
2. Transfer all of the assets of the corporation to the stockholders of the corporation.
3. Distribute all of the assets of the corporation, subject to any unpaid liabilities, in reduction and cancellation of all the outstanding stock of the corporation.
4. File Articles of Dissolution with the

Secretary of State in Tallahassee, Florida.

5. File all other forms and documents required by the State of Florida and the United States Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, if any.

6. Provide for the payment of any indebtedness owed by the corporation to any creditors or lienors.

IT IS FURTHER RESOLVED that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, if any, be, and the same are hereby ratified and confirmed in all respects.

Dated: MAY 17, 01

George Leunes
GEORGE LEUNES