



J97655

ACCOUNT NO. : 072100000032

REFERENCE : 635814 81879A

AUTHORIZATION : Patricia Pygott

COST LIMIT : \$ 35.00

ORDER DATE : December 15, 1997

ORDER TIME : 2:49 PM

ORDER NO. : 635814-005

700002372407--6

CUSTOMER NO: 81879A

CUSTOMER: Timothy J. Conner, Esq.  
Timothy J. Conner & Associates  
Suite 110  
1 Florida Park Drive, North  
Palm Coast, FL 32137

DOMESTIC FILINGS

NAME: E. AMMANN, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED  
97 DEC 15 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 DEC 15 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VOID IS  
12/16



ARTICLES OF DISSOLUTION  
OF  
E. AMMANN, INC.

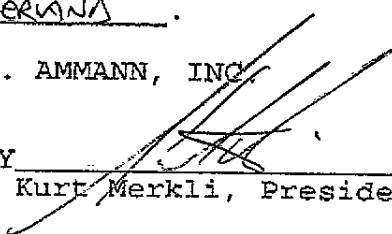
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97 DEC 15 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is E. AMMANN, INC., which was duly incorporated by the State of Florida.
2. These Articles of Dissolution were authorized by the corporation on November 28, 1997.
3. These Articles of Dissolution were approved by unanimous consent of the Shareholders of the corporation. Said vote being sufficient for approval.
4. These Articles of Dissolution were approved on recommendation of the Board of Directors of the Corporation.
5. There are no actions pending against this corporation.
6. The corporation has elected to dissolve the corporation pursuant to a Special Meeting of its directors and shareholders. A true copy of the Minutes of the Special Meetings of the Directors and Shareholders, the resolutions to adopt the plan of corporate liquidation, the Waiver of Notice, and ratification of the minutes are attached hereto and incorporated by reference as composite Exhibit A.

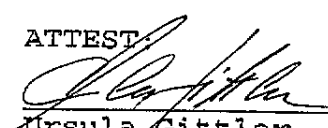
IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 03 day of December, 1997, in Sirmach, SWITZERLAND.

E. AMMANN, INC.

BY

  
Kurt Merkli, President

ATTEST

  
Ursula Gittler, Secretary



FROM : SUNRISEPLAZA

PHONE NO. : 904 445 7118

DEC. 01 1997 01:02PM P3

STATE OF FLORIDA)  
COUNTY OF FLAGLER)

SUBSCRIBED, SWORN and ACKNOWLEDGED before me this 03 day  
of December, 1997, by KURT MERKLI, who is personally  
known to me or has produced Passport as identification  
and who did/did not take an oath, and who acknowledged before me  
that he executed these Articles of Dissolution for E. AMMANN,  
INC., on behalf of the corporation.

  
Notary Public

W. Bieser, Notar

My Commission Expires:



MINUTES OF SPECIAL MEETING  
OF THE DIRECTORS AND SHAREHOLDERS OF  
E. AMMANN, INC.

A Special Meeting of the Directors and Shareholders of E. AMMANN, INC., a Florida corporation, was held on November 28, 1997, 12:00 p.m. pursuant to a Waiver of Notice attached hereto. The following Directors were present:

Ursula Gittler

Kurt Merkli

being all of the Directors of the corporation.

The following Shareholders were present, in person or by proxy, Stockholders Ursula Gittler, as Trustee of the Merkli Family Trust, being all of the shareholders of the corporation.

Ursula Gittler, Secretary, acted as Chairman and Ursula Gittler acted as Secretary of the meeting.

The Chairman declared that all of the Directors and all of the Shareholders were present, either in person or by proxy, and that all had executed a Waiver of Notice of the Meeting.

The Chairman then stated the purpose of the meeting was to consider the dissolution of the corporation and to adopt a plan of liquidation of the assets of the corporation. A discussion ensued, and the following resolutions were unanimously adopted by the Board of Directors and Shareholders of the corporation:

WHEREAS, the Shareholders and Directors of the corporation have determined that it is advisable and beneficial for the

corporation that it be liquidated and dissolved; and

WHEREAS, the Shareholders and Directors must adopt and hereby adopt a plan of liquidation and dissolution of the corporation;

RESOLVED, that the following plan of liquidation is adopted to assemble all the assets of the corporation, pay and make adequate provisions for the creditors and debtors of the corporation, and apportion the remaining assets to the Shareholders according to their respective interests:

1. The corporation shall be liquidated pursuant to Section 333 of the Internal Revenue Code and Section 607.1402 and Section 607.1405, Florida Statutes.

2. The corporation will distribute all its property and assets during the calendar month of December, 1997.

3. All the liabilities and obligations of the corporation will be paid or discharged, or adequate provisions will be made therefore.

4. The officers of the corporation are authorized to sell or otherwise liquidate all the properties and assets of the corporation that they deem necessary or advantageous to facilitate the liquidation of the corporation.

5. The officers of the corporation are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including but not limited to:

- a. Executing any and all instruments of conveyance;
- b. Paying all taxes and fees;
- c. Executing all documents required by law to be

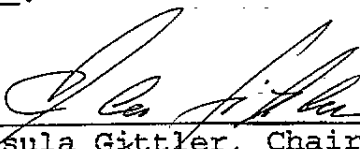
filed; and


d. Doing all other things necessary or convenient to effect the dissolution of the corporation.

6. After the provision for, or payment of, the main debts and liabilities of the corporation, the officers are authorized and directed to distribute the remaining cash or other assets of the corporation to the Shareholders of record according to their respective rights and interest in exchange for all their stock in the corporation.

There being no further business to come before the meeting, it was, upon motion duly made, seconded and unanimously carried, adjourned.

Dated 12-3-97.

  
\_\_\_\_\_  
Ursula Gittler, Chairman

  
\_\_\_\_\_  
Ursula Gittler, Secretary

FROM : SUNRISEPLAZA

PHONE NO. : 904 445 7118

DEC. 01 1997 01:12PM P3

WAIVER OF NOTICE  
OF THE SPECIAL MEETING OF THE  
DIRECTORS AND SHAREHOLDERS OF  
E. AMMANN, INC.


WE, the undersigned Directors and Shareholders, hereby agree and consent that the Special Meeting of Directors and Shareholders of the corporation was held on the date, time and place stated below for the purpose of considering the dissolution of the corporation and adopting a plan of liquidation of assets of the corporation, and do hereby waive all notice of the meeting and any adjournments thereof.

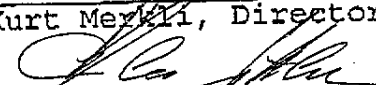
Date of Meeting: November 28, 1997

Time of Meeting: 12:00 p.m.

Place of Meeting: *SIRNACH, SWITZERLAND*

Dated: 12-3-97

  
Kurt Merkli, Director

  
Ursula Gittler,  
Director/Shareholder

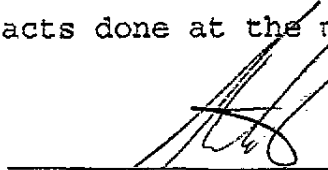
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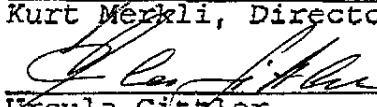
PHONE NO. : 904 445 7118

DEC. 01 1997 01:11PM P2

**RATIFICATION OF THE MINUTES  
OF THE SPECIAL MEETING OF THE  
DIRECTORS AND SHAREHOLDERS OF  
E. AMMANN, INC.**

WE, the undersigned Shareholders and Directors of E. AMMANN, INC. have read these minutes and hereby approve, ratify and confirm all business transacted or reported herein and in signification of our aproval, ratification and confirmation, do hereby consent to any and all acts done at the meeting, do hereby sign our names.

  
\_\_\_\_\_  
Kurt Merkli, Director

  
\_\_\_\_\_  
Ursula Gittler,  
Director/Shareholder