

MENDOZA AND CALLAS

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING A PROFESSIONAL ASSOCIATION

SUITE 602 • PLAZA CENTER WEST

251 ROYAL PALM WAY

P.O. BOX 2715

PALM BEACH, FLORIDA 33480

TELEPHONE (561) 659-1111

FAX (561) 659-4009

E-MAIL: pblaw@flips.net

FRANKLIN G. CALLAS

MARIO G. DE MENDOZA, III, P.A.

December 29, 1999

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

100003085181--9
-12/30/99--01094--004
*****43.75 *****43.75

**RE: Walbet Corporation
Our File No. 4955.1**

Dear sir or madam:

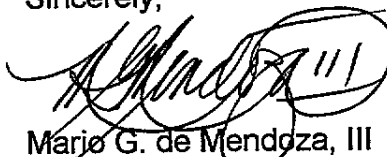
Enclosed herewith please find an original and a copy of the fully executed Articles of Dissolution and Statement of Intent to Dissolve **WALBET CORPORATION**, together with a check in the amount of \$43.75, representing the filing fee and the fee for a certified copy of the Articles and Statement of Intent.

Also enclosed is a letter from your office dated September 22, 1999 which states that our first attempt to file will be considered abandoned if the document is not returned within 60 days. For this reason, we have enclosed another check in the amount of \$43.75. If we are entitled to a refund from your office please forward the refund to the undersigned at the above address.

Once the enclosed documents have been filed, please provide to me a certified copy thereof.

Thank you for your assistance.

Sincerely,


Mario G. de Mendoza, III

MGMIII:hr
Enclosures

FILED

99 DEC 31 PM 1:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Vol dis's
#Cert copy
left
K13171
all 12-30-91*

ARTICLES OF DISSOLUTION
OF
WALBET CORPORATION

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

ARTICLE I

The name of this corporation is: **WALBET CORPORATION**

ARTICLE II

Dissolution of this corporation was authorized by the Shareholders on the 8th day of September, 1999 with an effective date of December 31, 1999.

ARTICLE III

The number of shareholders voting for such dissolution was 3, and the number of shareholders voting against such dissolution was 0; the number of shareholders voting for such dissolution being a sufficient number for approval. Evidence of such approval is reflected on the Statement of Intent to Dissolve, the same being attached hereto and made a part hereof by specific reference.

ARTICLE IV

The names and addresses of the Officers are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Alina F. H. Gato	President	251 Royal Palm Way Palm Beach, FL 33480
Armando Mahfud	Vice President Treasurer	251 Royal Palm Way Palm Beach, FL 33480
Mario G. de Mendoza, III	Vice President Secretary	251 Royal Palm Way Palm Beach, FL 33480
Debra Wilkinson	Assistant Secretary	251 Royal Palm Way Palm Beach, FL 33480

FILED
99 DEC 31 PM 1:33
SECRETARY
#ALLAHASSET-10000

ARTICLE V

The names and addresses of the Directors are:

NAME

ADDRESS

Armando Mahfud

251 Royal Palm Way
Palm Beach, FL 33480

ARTICLE VI

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

ARTICLE VII

All remaining property and assets of the corporation have been directed to be sold, and have either been distributed or are to be distributed no later than December 31, 1999, among the shareholders in accordance with their respective rights and interests.

ARTICLE VIII

There are no actions pending against the corporation in any court.

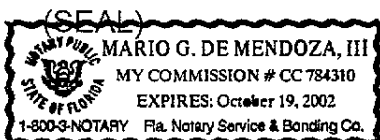
DATED this X 20 day of September, 1999.

WALBET CORPORATION

By: x Alina F. H. Gato
Alina F. H. Gato, President

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me by **ALINA F. H. GATO**, as President of WALBET CORPORATION, a Florida corporation, who is personally known to me or who produced N/A as identification, on this 20th day of September, 1999.



Mario G. de Mendoza, III, NOTARY PUBLIC
My commission number: CC 784310
My commission expires: 10-19-2002

MGMIII/dw
4955.1
9/8/99

STATEMENT OF INTENT TO DISSOLVE
WALBET CORPORATION
BY ACT OF THE CORPORATION

Pursuant to the provisions of Section 607.1402 of the Florida General Corporation Act, the undersigned corporation submits the following statement of intent to dissolve the corporation by act of the corporation.

1. The name of the Corporation is:

WALBET CORPORATION
2. The following Resolutions to dissolve the corporation were adopted by the Directors and Shareholders on the 8th day of September, 1999:

DIRECTORS' RESOLUTION FOR DISSOLUTION OF THE CORPORATION

"BE IT RESOLVED that it is in the best interest of this Corporation that the Corporation be dissolved in accordance with Section 607.1402 of the Florida Statutes, and that a Special Meeting of the Shareholders of the Corporation shall be called on the 8th day of September, 1999, to be held at 251 Royal Palm Way, Palm Beach, Florida for the purpose of voting on the Resolution to dissolve the Corporation, and that the purpose of the meeting will be to vote upon the resolution of the Board of Directors recommending dissolution and that in the event the shareholders favorably vote upon the Resolution for Dissolution, then the President, or Vice President and Secretary or Assistant Secretary, of the corporation shall prepare and execute Articles of Dissolution and comply with such other procedures of the Florida Statutes as are required for dissolution."

ADOPTED unanimously by the Directors this 8th day of September, 1999.

/s/ Alina F. H. Gato

**SHAREHOLDERS' RESOLUTION FOR DISSOLUTION OF
THE CORPORATION**

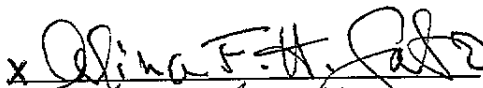
"BE IT RESOLVED that the Shareholders believe that it is in the best interest of the Corporation to dissolve the Corporation no later than December 31, 1999 in accordance with Section 607.1402 of the Florida Statutes, and hereby approve the Board of Directors' Resolution for dissolution and vote for dissolution of this Corporation."

ADOPTED unanimously by the Shareholders this 8th day of September, 1999.

/s/ Inversiones Cumbre, S.A.
/s/ Inversiones Yzacuy, S.A.
/s/ Inversiones Manacas, S.A.

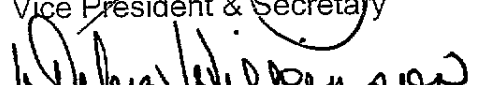
3. The number of shares of the corporation outstanding at the time of such adoption was 15,400; and the number of shares entitled to vote thereon was 15,400.
4. The number of shares voted for such resolution was 15,400; and the number of shares voted against such resolution was 0.

Dated this X 20 day of September, 1999.


Alina F. H. Gato, President


Armando Mahfud, Director,
Vice President and Treasurer


Mario G. de Mendoza, II,
Vice President & Secretary


Debra Wilkinson, Assistant
Secretary

SHAREHOLDER APPROVAL:

INVERSIONES CUMBRE, S.A.

By: xx

xx Armando Mahfud

Its: xx Vice President

INVERSIONES YARACUY, S.A.

By: w

ww Mario G. Mendoza III

Its: ww Vice President

INVERSIONES MANACAS, S.A.

By: xx

xx Armando Mahfud

Its: xx Vice President