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March 19, 1997

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Attn: Amendment Division

RE: Wemba U.S. Holding Company

Dear Sir/Madam:

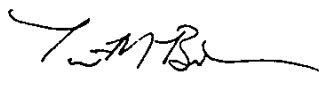
Enclosed please find one (1) original and (1) copy of Articles of Dissolution for the above-referenced corporation. Enclosed is a check in the amount of \$43.75 for filing fees for the Articles of Dissolution and for a Certificate of Dissolution. Please send the date-stamped copy of the Articles of Dissolution and the Certificate of Dissolution to this office in the enclosed, pre-paid Federal Express envelope.

Thank you for your time and cooperation. Please call with any questions.

Yours very truly,

ROBERT A. NEPHEW, P.C.

By:

  
Tammi M. Berden, Esq.  
For the firm

cc: client

Encl.

FILED  
97 MAR 20 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Diss  
LFT  
3-21-97

ARTICLES OF DISSOLUTION  
OF WEMBA U.S. HOLDING COMPANY  
a Florida Corporation

FILED  
97 MAR 20 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403, Florida Statutes, the undersigned WEMBA U.S. HOLDING COMPANY, a Florida Corporation (the "Corporation"), does hereby file these Articles of Dissolution.

I.

The name of the corporation is WEMBA U.S. HOLDING COMPANY.

II.

The date the dissolution was authorized was February 28, 1997.

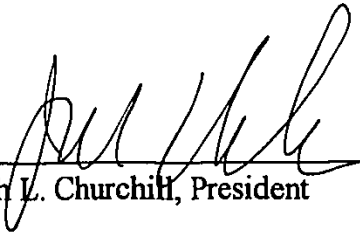
III.

Dissolution was approved by the shareholders, and the number of votes cast for dissolution was sufficient for approval.

IV.

No voting by voting groups was required.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed by  
the President of the Corporation this 19<sup>th</sup> day of March,  
1997.

  
\_\_\_\_\_  
Joseph L. Churchill, President