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February 12, 2002

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Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: MHI, Inc.

Dear Sir or Madam:

Enclosed are for filing is an Original and one copy of the Articles of Dissolution of the above listed Florida corporation. Also enclosed in a check payable to the Florida Department of State for the following fees:

Filing Fee for Dissolution	$ 35.00
Certified Copy Fee	8.75
Total Fees enclosed	$ 43.75

Upon filing of the enclosed Articles of Dissolution, please return the Certified Copy marked filed to my address as indicated at the top of this letter. In the event you have any questions or comments, please do not hesitate to contact me. I appreciate your continuing cooperation and assistance in these matters.

Yours very truly,

MARILYN K. SUMMITT, P.A.

Marilyn K. Summitt

Marilyn K. Summitt
For the Firm

Enclosures: Original and Copy
Filing Fee Check No. 1202

FILED
02 FEB 14 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 2/18/02

FILED

02 FEB 14 AM 8:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

OF

MHI, INC.

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, the undersigned corporation files the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is:

   MHI, INC.

2. The dissolution was authorized on the 5th day of June, 2001.

3. The dissolution was approved by the sole Shareholder, and the number cast for dissolution was sufficient for approval.

4. A statement of consent to dissolve the Corporation is hereby attached.

5. The dissolution of the Corporation shall be effective upon filing with the Florida Department of State, Division of Corporations.

DATED: September 19th, 2001

MHI, INC.

By: James W. Smith

James W. Smith, President

STATE OF Texas)
)
COUNTY OF Nueces)

BEFORE ME, the undersigned authority, personally appeared James W. Smith, who is to me well known to be the person described in and who executed the foregoing Articles of Dissolution, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in said county and state this 19th day of September, 2001.

Mary Jane Guerra
(SIGNATURE OF PERSON TAKING ACKNOWLEDGEMENT)

Mary Jane Guerra
(Name of acknowledger, typed, printed or stamped)

____
(Title or rank (serial number, if any)

NOTARY PUBLIC STATE OF TEXAS
MARY JANE GUERRA
MY COMMISSION EXPIRES
DECEMBER 20, 2004

STATEMENT OF CONSENT TO DISSOLVE

MHI, INC.

BY WRITTEN CONSENT OF ITS SOLE SHAREHOLDER

Pursuant to the provisions of Section 607.1402 of the Florida Business Corporation Act, the undersigned, constituting the sole Shareholder of MHI, INC., hereby submits the following statement of consent to dissolve the Corporation upon written consent of its sole Shareholder.

1. The name of the Corporation is MHI, INC.

2. The sole Shareholder of the Corporation hereby authorizes the dissolution of the Corporation, and the distribution of all of its assets subject to all of its liabilities to its Shareholder.

MHI, INC.

By: Morio Mito

Morio Mito, Shareholder

DATED: June 5, 2001