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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 27, 2002

Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee
FL 32314

To Whom It May Concern:

Please see attached resolutions for the dissolution of Biscayne Consulting, LLC effective the date of filing.

Please address any questions regarding this matter to:

Simon Hornby
Biscayne Consulting
c/o 706 South Dixie Highway
Suite 3110
Coral Gables
FL 33146

Telephone: 305 567 0029

Sincerely,

Simon Hornby

ARTICLES OF DISSOLUTION OF BISCAYNE CONSULTING, LLC

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Pursuant to the provisions of Sections 608.441 and 608.445 of the Florida Statutes, the undersigned limited liability company adopts the following Articles of Dissolution:

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CLERK OF CIRCUIT COURT
JACKSONVILLE, FL

1. The name of the limited liability company is BISCAYNE CONSULTING, LLC (the "Company").
2. The dissolution of the Company shall be effective on the date these Articles of Dissolution are filed.
3. The dissolution of the Company has been authorized by the unanimous written agreement of all the members of the Company in accordance with Section 608.441 of the Florida Statutes.
4. All debts, obligations and liabilities of the Company have been paid pursuant to Section 608.4421 of the Florida Statutes.
5. All remaining property and assets of the Company will be distributed among the Company's members in accordance with that certain Settlement Agreement and Releases dated as of July 10, 2002 by and among the Company's members and the Company and with their respective rights and interests.
6. There are no suits pending against the Company in any court.

Dated as of December 27, 2002

BISCAYNE CONSULTING, LLC

By: Simon Hornby
Name: SIMON HORNBY
Title: PRESIDENT

EXHIBIT D

**WRITTEN AGREEMENT OF THE
MEMBERS OF BISCAYNE CONSULTING, LLC**


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The undersigned, constituting all of the members of BISCAYNE CONSULTING, LLC, a Florida limited liability company (the "Company"), pursuant to Section 608.441 of the Florida Statutes and in accordance with the Company's Articles of Organization and Operating Agreement hereby agree as follows:

1. That the Company shall be dissolved and liquidated pursuant to Sections 608.444 and 608.445 of the Florida Statutes in accordance with that certain Settlement Agreement and Releases dated as of July 10, 2002 by and among the Company's members and the Company (the "Settlement Agreement").
2. That all debts, obligations and liabilities of the Company shall promptly be paid or discharged upon or prior to filing of Articles of Dissolution of the Company.
3. That all remaining property and assets of the Company shall be distributed among the Company's members in accordance with the Settlement Agreement and with their respective rights and interests.
4. That there are no suits pending against the Company in any court.
5. That Simon Hornby, as President, is specifically empowered and directed to take any and all action necessary to dissolve and liquidate the Company in accordance with the Settlement Agreement.

IN WITNESS WHEREOF, the undersigned members of BISCAYNE CONSULTING, LLC have executed this Written Agreement this 10th day of July, 2002.


Simon Hornby


Antelmo Terrades