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AL

LIMITED LIABILITY DISSOLUTION

PLAZA 67, LLC

Certificate of Status	0
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RECEIVED
01 FEB 22 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FA#: H01000019784

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**ARTICLES OF DISSOLUTION
OF
PLAZA 67, LLC**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.441, of the Florida Limited Liability Company Act, Plaza 67, LLC, document number L00000004498, a limited liability company organized and existing under the laws of the State of Florida ("LLC") adopts the following Articles of Dissolution for the purposes of dissolving the LLC:

1. The name of the LLC is Plaza 67, LLC.
2. The dissolution of the LLC shall be effective as of the filing date of these articles.
3. The dissolution of the LLC was authorized by a consent action of the sole member of the LLC as of even date herewith.
4. All debts, obligations and liabilities of the LLC have been paid or discharged, or adequate provision has been made therefore pursuant to § 608.4421 F.S.
5. There are no suits pending against the LLC in any court.
6. Complete liquidation and or distribution of the LLC's assets was made to the sole member on January 31, 2001.

IN WITNESS WHEREOF, the LLC has caused these Articles of Dissolution to be executed as of the 31st day of January, 2001.

PLAZA 67, LLC, a Florida limited liability company

By: SMART VISION, LTD., a Cayman Islands corporation, sole and managing member

By: _____

Julian Szirtes, Director

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WRITTEN ACTION BY THE SOLE MEMBER OF
PLAZA 67, LLC

TALLAHASSEE, FLORIDA

The sole member of Plaza 67, LLC, a Florida limited liability company (the "LLC"), having waived all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements for notice, hereby consents to the adoption of the following resolutions in lieu of a meeting of the members:

RESOLVED, that the LLC be dissolved and liquidated in accordance with the Plan of Complete Liquidation and Dissolution attached hereto and made a part hereof as Exhibit "A" ("Plan"); and

RESOLVED, that the Manager of the LLC be, and hereby is, authorized, empowered and directed to sell or otherwise liquidate all of the property of the LLC, if any, which in his judgement should be sold or liquidated to facilitate the complete liquidation and dissolution of the LLC;

FURTHER RESOLVED, that the LLC's Manager be, and hereby is, authorized and directed to execute such documents on behalf of the LLC as he may deem necessary or proper to liquidate and dissolve the LLC and to fully effectuate the purposes of these resolutions, including, but not limited to, the conveyance of the LLC's interest in any assets to the sole member, the Articles of Dissolution, Federal and State income tax returns and any other documents as may be required under the Plan; to pay all fees and taxes; and to do or cause to be done such other acts and things as he may deem necessary or proper in order to carry out the liquidation and dissolution of the LLC pursuant to the Plan.

FURTHER RESOLVED, that (unless a decision to abandon the Plan shall be made pursuant to the terms of the Plan) the Manager of this LLC be, and hereby is, authorized and directed to wind up the affairs of the LLC, pay or provide for its liabilities, and establish a reserve in a reasonable amount to meet known, estimated, unascertained or contingent liabilities and expenses, to the extent such a reserve is deemed necessary or appropriate, or to otherwise provide for creditors as contemplated in the Plan.

FURTHER RESOLVED, that if a reserve is established to meet claims against the LLC, the Manager of this LLC be, and hereby is, directed to distribute any unused balance of such reserve to the sole member of the LLC as soon as practicable, but in no event later than January 31, 2001.

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FURTHER RESOLVED, that the actions in the foregoing resolutions providing for the complete liquidation of the LLC and the distribution of its assets be completed as soon as practicable, but in no event later than January 31, 2001.

SECRET
TALLAHASSEE, FLORIDA

The actions contained herein shall be effective as of the 31st day of January, 2001.

SOLE MEMBER:

SMART VISION, LTD., a Cayman Islands corporation, sole and managing member

By: 
Julian Szirtes, Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAEXHIBIT "A"PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
OF
PLAZA 67, LLC

1. Plan of Liquidation. This Plan of Complete Liquidation and Dissolution ("Plan") is intended to accomplish the dissolution and complete liquidation of Plaza 67, LLC a Florida limited liability company ("LLC"), through the distribution of all the LLC's assets to its sole member in complete liquidation of the LLC. Such liquidation and dissolution shall be accomplished in the manner stated in this Plan.

2. Approval. This Plan shall be considered adopted by the LLC and in effect on the date it has been approved and adopted by the sole member of the LLC.

3. Liquidation Period. The "Liquidation Period" shall mean the period beginning with the effective date of this Plan and ending January 31, 2001, or, if sooner, on the date all of the assets of the LLC are distributed to the sole member as provided herein.

4. Abandonment. Notwithstanding the fact that the Plan has become effective, the member of the LLC may, in its discretion, without further action by the member abandon this Plan and direct that no further steps shall be taken to carry such Plan into effect.

5. Winding Up of Business. During the Liquidation Period, the LLC shall continue in business to the extent necessary to pay all liabilities that can be fixed and discharged and to wind up its affairs. During the Liquidation Period, the Manager of the LLC is authorized: (i) to retain such assets as may be necessary to pay expenses or liabilities and to pay all such known expenses and liabilities that are due and payable, and (ii) to make periodic distributions of the assets of the LLC to its sole member.

6. Final Distribution of Assets. On or before the January 31, 2001, all assets of the LLC not previously distributed which, in the opinion of the Manager of the LLC, are no longer needed for payment of expenses or liabilities of the LLC, shall be distributed to the sole member of the LLC. To the extent that the Manager determines, at the end of the Liquidation Period, that it would be appropriate to establish a reserve for contingent or unknown liabilities, the Manager may establish such a reserve within the LLC or may cause the LLC to fund a liquidating trust or other entity that will agree to discharge any such obligations that may arise, provided that any funds remaining in said reserve, liquidating trust or other entity on January 31, 2001, shall thereupon be distributed to the sole member of the LLC.

7. Closing of LLC's Books. Upon the final distribution of all the assets of the LLC, the Manager of the LLC shall instruct the LLC's accountant(s) to close the books of the LLC and to prepare and timely file all applicable income tax returns on behalf of the LLC and such other forms as are appropriate.

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8. State Filing Requirements. All documents required to be filed with the State of Florida, including the Articles of Dissolution of the LLC, as required under the provisions of Florida law shall be filed with the Secretary of State for the State of Florida by the Manager of the LLC within 30 days following complete distribution of the LLC's assets.

9. Authorization of Necessary Acts. The Manager and/or the sole member of the LLC shall have the power to adopt all resolutions, execute all documents and are authorized, empowered and directed to file all papers and take whatever action as they deem necessary or desirable for the purpose of effecting the complete liquidation and dissolution of the LLC, and for carrying out the other purposes and intentions of the Plan. They shall be held harmless by the LLC for any action under this Plan taken in good faith, and any expense or liability so incurred.

10. Intent. It is intended that this Plan shall be a plan of complete liquidation of the LLC. This Plan shall be deemed to authorize such action as, in the opinion of counsel of the LLC may be necessary.

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TALLAHASSEE, FLORIDA

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