

Division of Corporations

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DIVISION OF CORPORATION

LIMITED LIABILITY DISSOLUTION

US CAPITAL/FASHION MALL, LLC

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FAX AUDIT NO.: H04000184339

**ARTICLES OF DISSOLUTION
OF
US CAPITAL/FASHION MALL, LLC**

In connection with the conversion of US CAPITAL/FASHION MALL, LLC, a limited liability company originally organized under the laws of the State of Florida and converted into a limited liability company under the laws of the State of Delaware on September 10, 2004 (the "COMPANY"), the COMPANY hereby adopts the following Articles of Dissolution in the State of Florida for the purpose of dissolving the COMPANY as a limited liability company under the laws of the State of Florida.

1. The name of the Company is:

US CAPITAL/FASHION MALL, LLC.

2. The date dissolution in the State of Florida was approved was: September 10, 2004.
3. A description of the occurrence that resulted in the limited liability company's dissolution pursuant to Section 608.441, Florida Statutes:

On September 10, 2004, the Company filed a certificate of conversion with the State of Delaware converting the Company from a limited liability company under the laws of the State of Florida into a limited liability company under the laws of the State of Delaware. Accordingly, these Articles of Dissolution are being filed with the Florida Secretary of State in order to terminate the Company's existence under the laws of the State of Florida. Pursuant to Delaware Statute 18-214, and unless required by Florida law, the Company is not required to wind-up its affairs or pay its liabilities and distribute its assets and the conversion shall not be deemed to constitute a dissolution under the laws of the state of Delaware but shall constitute a continuation of the existence of the Company in Delaware.

4. Adequate provision has been made for the debts, obligations and liabilities pursuant to 608.4421.
5. There are no suits pending against the Company in any court.
6. The Articles of Dissolution shall be effective as of the filing of same with the Florida Department of State.

Signatures of the members having the percentage of membership interests necessary to approve the dissolution.

US CAPITAL HOLDINGS, LLC, Sole Member

By: Guang Yang
Guang Yang, Manager

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