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June 5, 2002

Department of State Division of Corporations Corporate Filings P.O. Box 6327 Tallahassee, FL 32314 LONDON CHICAGO HOUSTON PHILADELPHIA SAN FRANCISCO BOSTON WASHINGTON, DC ATLANTA MIAMI NEWARK ALLENTOWN WILMINGTON CHERRY HILL HARRISBURG BANGOR PRINCETON PALM BEACH

NEW YORK

700005694177--9 -06/06/02--01029--012 \*\*\*\*\*25.00 \*\*\*\*\*\*25.00

WESTCHESTER

Re: <u>Filing of Reinstatement for Key Ocean Holdings, L.C. and</u>
Articles of Dissolution for Key Ocean Holdings, L.C. and Merben, L.C.

# Dear Sir/Madam:

Enclosed please find the following documentation for filing:

- 1. Limited Liability Company Reinstatement for Key Ocean Holdings, L.C. and corresponding fee (firm check) in the amount of \$250.00;
- 2. Articles of Dissolution for Key Ocean Holdings, L.C. and corresponding fee (firm check) in the amount of \$25.00;
- 3. Articles of Dissolution for Merben, L.C. and corresponding fee (firm check) in the amount of \$25.00.

I am also providing copies of this documentation and a stamped, self-addressed envelope for stamped "filed" copies to be returned to us.

Thank you for your cooperation in this regard.

Very truly yours

Cynthia M. De Leon

Legal Assistant

Enclosure

# ARTICLES OF DISSOLUTION FOR A FLORIDA LIMITED LIABILITY COMPANY

- The name of the limited liability company is Merben, L.C. ("Company"). 1.
- The effective date of the limited liability company's dissolution is June 4, 2002. 2.
- A description of the occurrence that resulted in the limited liability company's dissolution 3. pursuant to section 608.441, Florida Statutes:

In accordance with Section 608.441(b), Florida Statutes and Articles V and VIII of the Limited Liability Company Regulations of Merben, L.C., the Members of the Company unanimously consented in writing to the dissolution of the Company.

## CHECK ONE: 4.

All debts, obligations and liabilities of the limited liability company have been paid or X discharged.

-OR-

- Adequate provision has been made for the debts, obligations and liabilities pursuant to s. 608.4421.
- All remaining property and assets have been distributed among its members in 5. accordance with their respective rights and interests.

### CHECK ONE: 6.

- There are no suits pending against the Company in any court. X
- Adequate provision has been made for the satisfaction of any judgment, order or decree, which may be entered against it in any pending suit.

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

Typed or Printed Name

Mercedes Herrera de Benacerraf

Biscayne Holdings LTD.,

British Virgin Islands International

Business Company

By: Mercedes Herrera de Benacerraf.

Sole Director

Filing Fee: \$25.00