

LERMAN & LERMAN, P.A.  
ACCOUNTANTS  
FLAGLER STATION BUILDING  
48 E. FLAGLER STREET (PENTHOUSE 101)  
MIAMI, FLORIDA 33131-1038  
TELEPHONE 373-6541-2  
FAX 373-9731

ISIDORO LERMAN  
JORGE LERMAN

ENROLLED TO PRACTICE  
BEFORE THE INTERNAL  
REVENUE SERVICE

m21575

October 7, 1998

Department of State  
Division of Corporations  
P.O. Box # 6327  
Tallahassee, Florida 32314

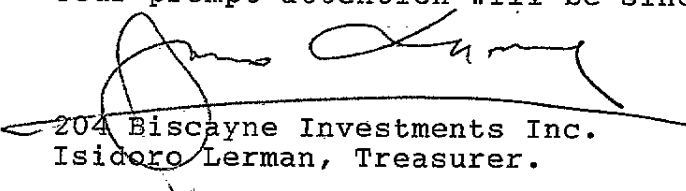
Re: 204 Biscayne Investments Inc.

Gentlemen:

Enclosed you will find checks in the amount of \$ 35.00 and  
\$ 30.00 for the dissolution of the above corporation and a  
certified copy of same.

Attached the Certify Copy of Plan of Liquidation and the -  
Articles of Dissolution.

Your prompt attention will be sincerely appreciated.

  
204 Biscayne Investments Inc.  
Isidoro Lerman, Treasurer.

200002661762--9  
-10/12/98--01108--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00  
200002661762--9  
-10/12/98--01108--002  
\*\*\*\*\*30.00 \*\*\*\*\*8.75

Diss  
10-14-98  
OAS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 OCT 12 AM 11:57

APPROVED  
AND  
FILED

ARTICLES OF DISSOLUTION

OF

204 BISCAYNE INVESTMENTS INC

I. The Name of this Corporation is 204 BISCAYNE INVESTMENTS INC. which was duly incorporated on October 4, 1985 in the State of - Florida.

II. The name, title and post office address of each of the - officers of the Corporation are as follows:

PRESIDENT.

PASQUALE SCARASSO  
Edificio Lucero 10A Calle C  
Santa Rosa de Lima (1060)  
CARACAS, VENEZUELA.

SECRETARY

ALBERTO SCARASSO  
48 East Flagler  
Suite 101  
Miami, Florida 33131

TREASURER

ISIDORO LERMAN"  
48 East Flagler  
Suite 101  
MIAMI, FLORIDA 33131.

III. The name and mailing address of each of the directors of the Corporation are as follows:

PASQUALE SCARASSO  
Edificio Lucero 10A Calle C  
Santa Rosa de Lima (1060)  
CARACAS, VENEZUELA.

MARGHERITA ARRIGONI DE SCARASSO  
Edificio Lucero 10A Calle C  
Santa Rosa de Lima (1060)  
CARACAS, VENEZUELA.

ALBERTO RESTAGNO  
Parque Chulavista # B-2  
Final Calle Chulavista  
CARACAS, VENEZUELA.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 OCT 12 AM 11:57

APPROVED  
AND  
FILED

FANNY RESTAGNO DE MADLER-KRON  
Apartado 49147  
Colinas de Bello Monte  
CARACAS, VENEZUELA.

IV. All debts, obligations and liabilities of this corporation have been paid or discharged.

V. All the remaining property, cash and assets of the Corporation have been distributed among its shareholders according to their respective rights and interest.

VI There are no actions pending against the Corporation.

VII. The Corporation has elected to dissolve the Corporation pursuant to a special joint action by unanimous written consent of its directors and shareholders. A true copy of the written consent of the directors and shareholders and the resolution to adopt a plan of corporate liquidation is attached hereto and - incorporated by reference as Exhibit "A"/

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on Sept 30, 1998, in Dade County, Florida.

BY: *V. Restagno*

(SEAL)

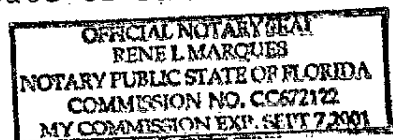
STATE OF FLORIDA )  
COUNTY OF DADE }

SS:

PERSONALLY appeared before me, Pasquale Scarasso as President of 204 Biscayne Investments Inc. to me well known or who presented the following identification Known to me being by me first duly sworn, acknowledges before me that He executed these Articles of Dissolution of 204 Biscayne Investments Inc. on behalf of the corporation, this 30 day of Sept., 1998.

My Commision Expires:

*Pasquale Scarasso*  
Notary Public  
State of Florida at Large.



CERTIFY COPY OF PLAN OF LIQUIDATION  
OF  
204 BISCAYNE INVESTMENTS INC.

The undersigned, Vice President of 204 Biscayne Investments Inc. hereby certifies that this is a true copy of the plan of liquidation that was adopted by the corporation on 9/30/98 as provided for under Florida Law.

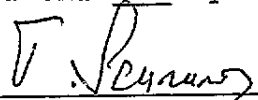
1. Within thirty (30) days after the date of this meeting, Counsel for the Corporation shall file Form 966 with the Director, Internal Revenue Service, attaching thereto a certified copy of this resolution, indicating that the stockholders and directors have adopted a plan of complete liquidation pursuant to Section 331 of the Internal Revenue Code of 1986.

2. That the Corporation, by its duly authorized officers, proceed to liquidate the assets of the Corporation and distribute such assets, except those retained to meet certain liabilities to the stockholders, as an incident to the plan of complete liquidation adopted by stockholders and directors pursuant to Section 331 of the Internal Revenue Code of 1986.

3. That as soon as practical thereafter, Counsel for the Corporation shall file a certificate for the dissolution of the Corporation under appropriate provisions of the state of Florida Corporate Law, and that the officers of the Corporation are hereby authorized to execute any and all documents necessary to effectuate such dissolution.

4. That the officers and directors be and they are hereby empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the stockholders and directors, said officers and directors being authorized to adopt any subsequent resolutions to effectuate the intent of the stockholders and directors to liquidate the Corporation in accordance with the plan of liquidation adopted pursuant to Section 331 of the Internal Revenue Code of 1986.

Signed this 30 day of Sept, 1998 under penalty of perjury.

  
\_\_\_\_\_  
Pasquale Scarasso  
President.