

ECKERT SEAMANS CHERN & MELLOTT

M35549

December 30, 1996

100 Brickell Avenue, 25th Floor
Miami, FL 33131
Telephone: 305/347-3855
Facsimile: 305/347-3855

Steve Harris
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

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-01/06/97--01045--006
*****87.50 *****87.50

Re: Dissolution of Latimar, Inc.

Dear Mr. Harris:

Pursuant to our conversation regarding the dissolution of Latimar, Inc., I have enclosed the original executed Articles of Dissolution and Consent of Directors and Sole Shareholder, together with one copy of same. Also enclosed is a check in the amount of \$87.50 representing the filing fee.

Please file the attached documents prior to close of business December 31, 1996, and return the certified copy to me at the above address.

If you need further information, please call me at (305) 347-3855. Thank you for your assistance.

Sincerely,

Claire P. Menard

Claire P. Menard

Enclosures

CPM/mcp
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Miami
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Tallahassee
Washington, DC

CLAIRE P. MENARD
305/ 347-3855
ecm msa cpm@ecm.com

ARTICLES OF DISSOLUTION OF
LATIMAR, INC.

Pursuant to Florida Statutes Section 607.1402 and 607.1403, this Corporation submits the following Articles of Dissolution:

First: The name of the corporation filing for voluntary dissolution is Latimar, Inc., a Florida corporation (the "Corporation").

Second: Dissolution of the Corporation was authorized on December 24, 1996.

Third: Dissolution of the Corporation was approved by the vote of holders of a majority of the outstanding shares of the Corporation; and that action was sufficient for approval.

Fourth: The effective date of dissolution shall be the date of filing these Articles of Dissolution with the Florida Department of State.

Signed this 24th day of December, 1996.

DIRECTORS

Tor Gule For Tor Gule
by Power of Attorney

Tor Gule

Francis A. King
Francis A. King, SECRETARY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LATIMAR, INC.

**WRITTEN CONSENT OF DIRECTORS
AND SOLE SHAREHOLDER
IN LIEU OF SPECIAL MEETING**

THE UNDERSIGNED, being all of the Directors and sole Shareholder of LATIMAR, INC., a Florida corporation (the "Corporation"), hereby consent, in writing, to the taking of the following actions and adoption of the following resolutions, and direct that they shall be deemed in all respects as valid corporate actions as though such actions and resolutions had been duly authorized and approved at a formal joint special meeting of Directors held at the offices of the Corporation on December 24, 1996:

RESOLVED, that, the Board of Directors of the Corporation deem it to be in the best interest of the Corporation that the Corporation should be dissolved, and that, upon the approval of the sole Shareholder and effective upon the date of filing of Articles of Dissolution with the State of Florida, a plan of liquidation be, and hereby is, formulated to effect a liquidation and dissolution of the Corporation in accordance with the following resolutions.

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any and all of the assets of the Corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the Corporation;

RESOLVED, that, after providing for all proper debts of the Corporation, and to the extent that the assets of the Corporation are sufficient therefore, all remaining assets of the Corporation shall be distributed to the sole Shareholder on a pro rata basis;

RESOLVED, that the actions provided for in the foregoing resolutions shall commence as soon as practicable after the date hereof; and

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to pay all fees and taxes and do or cause to be done all such acts and things that they deem necessary and proper in order to effect the liquidation and dissolution of the Corporation and to fully effectuate the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have duly executed this Written Consent
as of this 24th day of December, 1996.

DIRECTORS

Jean-C. King For Tor Gule
by Power of Attorney
Tor Gule

Jean-C. King
Francis A. King, Secretary

SHAREHOLDER

LATIMAR N.V.

By: Jean-C. King By: Power of Attorney
from Elken ASA.
By: _____, its _____