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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Gisela U.S.A Corp.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

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4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____
☐ Mail out ☐ Will wait ☐ Photocopy

☒ Certified Copy
☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☒ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

C. Coulliette MAR 11 2002

Examiner's Initials

ARTICLES OF DISSOLUTION

OF

GISELA U.S.A. CORP.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

1.) The name of this corporation is GISELA U.S.A CORP.

2.) GISELA U.S.A. CORP. elected to dissolve pursuant to the Unanimous Written Consent of the Sole Shareholder & Directors, which Unanimous Written Consent was effective as of December 1, 2001. A copy of such Unanimous Written Consent is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 21st day of February, 2002.

GISELA U.S.A. CORP.

By:  _____

Dr. Guido Meier, President

(Corporate Seal)

**UNANIMOUS WRITTEN CONSENT
OF THE
SOLE SHAREHOLDER & DIRECTORS**

GISELA U.S.A. CORP.

The undersigned, being the sole Shareholder and all of the Directors of GISELA U.S.A. CORP., a Florida corporation (the "Corporation"), do hereby consent to the adoption and approval of the following resolutions pursuant to the Articles of Incorporation:

Sale of Substantially All Assets

WHEREAS, the Corporation owns two condominium units known as Kenilworth PH 4 & 6 in Bal Harbor, Florida and Simba Run Unit 1421 in Vail, Colorado (collectively the "Units"), and desires to sell the Units and cease its corporate activities, it is hereby:

RESOLVED, that the President be and hereby is authorized to sell the Units on such terms and conditions as determined by the President in his sole discretion.

FURTHER RESOLVED, that the President is hereby authorized on behalf of the Corporation to execute such documents and take such action as he deems necessary or advisable to complete the aforementioned sales of the Units as soon as practicable.

Adoption of Plan of Complete Liquidation and Dissolution

WHEREAS, the Directors of this Corporation deem it advisable and in the best interest of the Corporation and its Shareholder that the Corporation be liquidated and dissolved as soon as practicable after the sale of its assets as set forth above; and

WHEREAS, the Directors deem it advisable and in the best interest of the Corporation and its Shareholders to adopt a plan of complete liquidation in accordance with the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Shareholder of this Corporation deems it advisable and in its best interest that the Corporation be completely liquidated and dissolved pursuant to the Plan of Liquidation presented to it by the Directors of this Corporation, it is hereby:

RESOLVED, that the Corporation be completely liquidated effective on December 1, 2001 in accordance with the provisions of and pursuant to the Plan of Liquidation signed by the Directors and attached hereto as Exhibit A.

FURTHER RESOLVED, that the Directors of the Corporation be, and hereby are, authorized and directed to take such additional action as they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolution and Plan of Liquidation, including but not limited to issuance of that certain Power of Attorney in favor of Rosemarie N. Schadé and the law firm of Shutts & Bowen in connection therewith.


Other Actions by Officers & Directors

RESOLVED, that any and all actions taken by the directors and officers of the Corporation since the last meeting of the Shareholder and the Directors be, and hereby are, ratified, confirmed and approved in all respects.

FURTHER RESOLVED, that the Directors and Shareholder hereby waive prior notice of any action taken pursuant to the above resolutions.

IN WITNESS WHEREOF, this Unanimous Written Consent is executed by all of the Directors and the sole Shareholder of the Corporation on the 27 day of November, 2001.

DIRECTORS:



Dr. Guido Meier



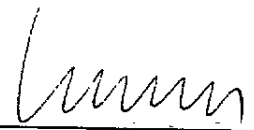
Dr. iur. Werner Keicher

SHAREHOLDER:

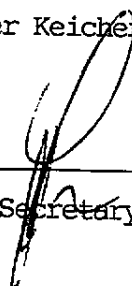
GISELA LTD.

By: 

Dr. Guido Meier, President



Dr. iur. Werner Keicher, Vice President



Edmund Frick, Secretary