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N990000007518

June 06, 2002

VIA FIRST CLASS MAIL

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

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-06/10/02--01061--023
*****43.75 *****43.75

RE: Dissolution of BIV Miami / Solidaridad Con Venezuela, Inc.

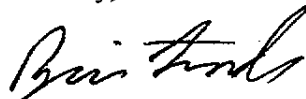
Dear Division of Corporations:

Please immediately file the attached (1) Articles of Dissolution, and (2) Plan of Distribution, for our client "BIV Miami / Solidaridad Con Venezuela, Inc." I have included a check for \$43.75, which should cover the appropriate filing fee plus the fee for a certified copy of the aforementioned dissolution documents. Please return the certified copy to my attention at my address, which is:

Ruden, McClosky, Smith, Schuster & Russell, P.A.
701 Brickell Avenue, Suite 1700
Miami, Florida 33131
Attn: Brian Fender, Esq.
(305) 789-2763

Please contact me should you have any questions. Thank you for all of your help.

Sincerely,



Brian Fender, Esq.

Attachments

MIA:176419:1

FILED
02 JUN 10 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION
OF
BIV MIAMI/SOLIDARIDAD CON VENEZUELA, INC.**

Pursuant to the provisions of Section 617.1403 of the Florida Not For Profit Corporation Act, BIV MIAMI/SOLIDARIDAD CON VENEZUELA, INC., a Florida not for profit corporation (the "Corporation"), organized and existing under the laws of the State of Florida adopts the following Articles of Dissolution for the purposes of dissolving the Corporation:

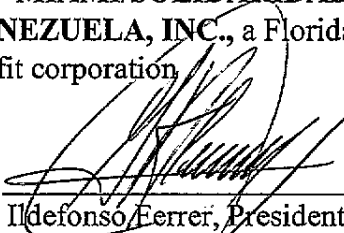
1. The name of the Corporation is: BIV MIAMI/SOLIDARIDAD CON VENEZUELA, INC.

2. The Corporation's board of directors adopted a resolution authorizing the dissolution on May 23, 2002. The board of directors consists of three (3) directors and their vote was unanimous in favor of dissolution. The Corporation has no members.

3. These Articles of Dissolution shall be effective as of the date of filing with the office of the Florida Secretary of State.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Dissolution to be executed as of the 24th of May, 2002.

**BIV MIAMI/SOLIDARIDAD CON
VENEZUELA, INC.**, a Florida not for
profit corporation

By: 
Ildefonso Ferrer, President

FILED
02 JUN 10 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PLAN OF DISTRIBUTION
OF
BIV MIAMI/SOLIDARIDAD CON VENEZUELA, INC.**

This Plan of Distribution ("**Plan**") is intended to accomplish the dissolution and complete liquidation of BIV MIAMI/SOLIDARIDAD CON VENEZUELA, INC., a Florida not for profit corporation (the "**Corporation**"), qualified as a tax exempt organization within the meaning of 501(c)(3) of the Internal Revenue Code, through the distribution of any, and all, remaining assets of the Corporation to organizations consistent with the corporate purpose of the Corporation, as set forth in the Corporation's Articles of Incorporation, in complete liquidation of the Corporation. Such liquidation and dissolution shall be accomplished in the manner stated in this Plan.

1. Approval. This Plan shall be considered adopted by the Corporation and in effect on the date it has been approved and adopted by the board of directors of the Corporation.

2. Liquidation Period. The "Liquidation Period" shall mean the period beginning with the effective date of this Plan and ending ninety (90) days from the effective date hereof, or earlier, in the event all of the assets and liabilities of the Corporation have sooner been disposed of.

3. Abandonment. Notwithstanding the fact that the Plan has become effective, the directors of the Corporation may, in their discretion, abandon this Plan and direct that no further steps shall be taken to carry such Plan into effect.

4. Winding Up of Business. During the Liquidation Period, the Corporation shall continue in business to the extent necessary to do all things provided in this Plan.

5. Distribution of Certain Assets. During the Liquidation Period:

(i) All liabilities and obligations of the Corporation be paid and discharged, or adequate provisions be made therefore;

(ii) Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution hereof, shall be returned, transferred, or conveyed in accordance with such requirements;

(iii) Assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution hereof, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation, as provided in the Plan;

(iv) Other assets, if any, shall be distributed in accordance with the provisions of the Corporation's Articles of Incorporation or Bylaws to the extent that the Articles of Incorporation or the Bylaws determine the distributive rights of the member, or any class or classes of members, or provide for distribution to others; and

(v) Any remaining assets shall be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as specified in this Plan.

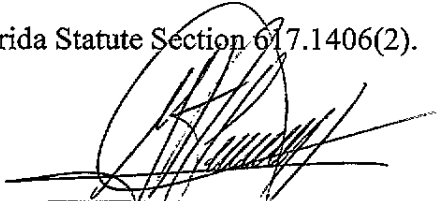
6. Closing of Corporation's Books. Upon the final distribution and transfer of all the assets and liabilities of the Corporation, the President of the Corporation shall instruct the Corporation's accountant(s) to close the books of the Corporation and to prepare and timely file all applicable income tax returns on behalf of the Corporation and such other forms as are appropriate.

7. State Filing Requirements. All documents required to be filed with the State of Florida, including the Articles of Dissolution of the Corporation, as required under the provisions of the Florida Not For Profit Corporation Act, shall be filed with the Secretary of State for the State of Florida by the President of the Corporation within ninety (90) days following the effective date of this Plan.

8. Authorization of Necessary Acts. The Officers and Directors of the Corporation shall have the power to adopt all resolutions, execute all documents and are authorized, empowered and directed to file all papers and take whatever action as they deem necessary or desirable for the purpose of effecting the complete distribution, liquidation and dissolution of the Corporation, and for carrying out the other purposes and intentions of the Plan. The Corporation shall hold them harmless under this Plan for any action taken in good faith, and any expense or liability so incurred.

OFFICER CERTIFICATE

By execution hereof, the President of the Corporation hereby acknowledges that this Plan is the valid Plan of the Corporation, and has been adopted by the Corporation in compliance with Florida Statute Section 617.1406(2).



Ildefonso Ferrer, President