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SHUTTS & BOWEN LLP

TEL: 3053477370

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Division of Corporations

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Florida Department of State

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DISSOLUTION

KATALYX II, INC.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 31, 2001

KATALYX II, INC.
C/O GREENBERG & TRAURIG, P.A.
1221 BRICKELL AVENUE
MIAMI, FL 33131

SUBJECT: KATALYX II, INC.
REF: P00000062036

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please delete the reference to 607.1403, Florida Statutes from the dissolution. The only statute number that should be listed is 607.1401.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Corporate Specialist

FAX Aud. #: H01000012616
Letter Number: 601A00005838

**ARTICLES OF DISSOLUTION OF
KATALYX II, INC.**

(A Florida Corporation)

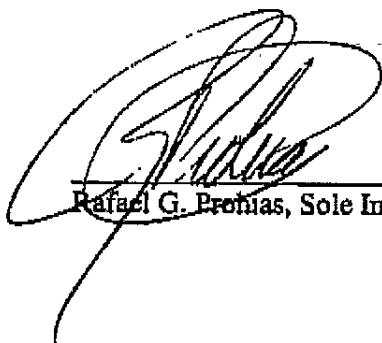
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The undersigned, being the sole incorporator of KATALYX II, INC., a Florida corporation (the "Corporation"), hereby files these Articles of Dissolution pursuant to Sections 607.1401 of the Florida Business Corporation Act. The Corporation was incorporated on June 26, 2000.

The corporation hereby certifies the following:

1. The sole incorporator of the Corporation authorized the dissolution of the Corporation on January 31, 2001 by unanimous written consent effective as of such date.
2. None of the Corporation's shares have been issued.
3. No debts, obligations or liabilities of the Corporation remain unpaid.
4. The Corporation shall be dissolved upon the filing of these Articles of Dissolution with the State of Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on behalf of the Corporation as the sole incorporator as of the 1 day of February, 2001.



Rafael G. Prehlias, Sole Incorporator