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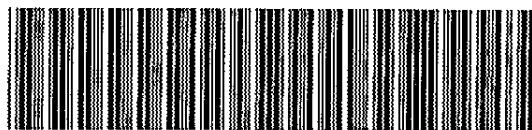
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AVENTURA, FLORIDA  
BUENOS AIRES, ARGENTINA  
SANTIAGO, CHILE

November 26, 2002

Secretary of State  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

*Via Federal Express*

Re: Visual Tools Inc.

Dear Sir or Madam:

Enclosed please find an original and a copy of the executed Articles of Dissolution for Visual Tools, Inc., along with a firm check in the amount of \$43.75 to cover filing fees, and a certified copy of the Certificate of Dissolution.

As always, please call me if you have any questions regarding this letter or the enclosures.

Sincerely yours,

  
Raquel M. Matas

RMM:jc  
Enclosure

cc:

Draft 1  
October 21, 2002

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION  
OF  
VISUAL TOOLS U.S., INC.

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

ARTICLE I

The name of the corporation is Visual Tools, U.S., Inc.

ARTICLE II

Dissolution was approved on, November, 7<sup>th</sup>, 2002, by the unanimous written consent and action of all of the corporation's sole shareholder, to be effective as of November 30, 2002.

ARTICLE III

All of the corporation's debts, obligations and liabilities have been paid or discharged.

ARTICLE IV

The net assets of the corporation remaining after winding up have been distributed to the shareholder.

Dissolution was authorized by written consent of the corporation's sole shareholder; accordingly, the number of shares cast in favor of dissolution was sufficient for approval.

DATED: November, 7<sup>th</sup>, 2002.

U.S.,  
VISUAL TOOLS/Inc., a Florida corporation

By: 

Name: Felix Acero

Title: President

Draft 1  
October 21, 2002

UNANIMOUS WRITTEN CONSENT OF THE SHAREHOLDER OF  
VISUAL TOOLS, INC. IN LIEU OF A MEETING

U.S.,

Pursuant to the authority granted by F.S.A. §607.0704, the undersigned, being the Sole Shareholder of **VISUAL TOOLS, INC.**, a Florida corporation (the "Corporation"), does hereby consent to and takes the following actions and adopts the following resolutions in writing without notice and without a meeting:

**RESOLVED**, that the Corporation shall be dissolved according to state law.

**FURTHER RESOLVED**, that the sole shareholder of the Corporation is hereby authorized to pay and discharge, or to arrange for the payment of, any and all debts, obligations and liabilities of the Corporation.

**RESOLVED FURTHER**, that the sole shareholder of the Corporation is hereby authorized and directed to file Articles of Dissolution pursuant to the laws of the State of Florida.

**RESOLVED FURTHER**, that the sole shareholder of the corporation is hereby authorized and directed to pay all such fees and taxes due, or cause to be done such other acts and things as it may deem necessary and proper in order to carry out the dissolution and liquidation of the Corporation, and to fully effectuate the purposes of the foregoing Resolutions.

**IN WITNESS WHEREOF**, the undersigned has executed this Written Consent as of, November, 7<sup>th</sup>, 2002. This instrument shall be filed with the minutes of the proceedings of the Corporation.

**SHAREHOLDER:**

**VISUAL TOOLS S.A. A Spanish Corporation**

By: 

Name: Felix Acero Juanis

Title: President