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DISSOLUTION OR WITHDRAWAL

MANTENER KEY BISCAYNE, INC.

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ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, MANTENER KEY BISCAYNE, INC., a Florida corporation ("Corporation"), submits the following articles of dissolution authorized by the sole shareholder of the Corporation.

WHEREAS, MANTENER LIMITED, a Bahamian company ("Sole Shareholder"), is the sole shareholder of the Corporation and holds the number of votes sufficient to authorize the dissolution of the Corporation;

WHEREAS, the dissolution of the Corporation was approved and authorized by the Sole Shareholder, by written consent, on April 20, 2006.

NOW THEREFORE, be it:

RESOLVED, that the Corporation be dissolved.

IN WITNESS WHEREOF, the undersigned, being the Sole Director of the Corporation, has executed this Articles of Dissolution this 20th day of April, 2006.

MANTENER KEY BISCAYNE, INC.,



Yuzik Baskin
Sole Director

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EXHIBIT A

**PLAN OF COMPLETE LIQUIDATION
OF
MANTENER KEY BISCAYNE, INC.**

This Plan of Complete Liquidation ("Plan") is effective as of April 20, 2006 and is attached as Exhibit A to that certain Written Consent of Sole Shareholder, dated April __, 2006 ("Written Consent") and made a part thereof.

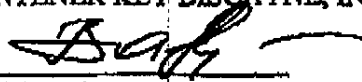
1. MANTENER KEY BISCAYNE, INC., a Florida corporation ("Corporation"), shall be completely liquidated in accordance with the provisions of Section 607.1403 of the Florida Statutes, as amended ("Statutes"), and this Plan.
2. MANTENER LIMITED, an entity formed under the laws of the Commonwealth of The Bahamas ("Sole Shareholder") hereby acknowledges that it is the owner of 100% of the issued and outstanding shares of stock of the Corporation, and possesses 100% of the total voting power of the Corporation.
3. Pursuant to this Plan:
 - a. The Corporation's sole director has taken all reasonable steps to pay all corporate debt, taxes and other obligations or set up a reserve for the payment of the Corporation's debts, taxes and other obligations.
 - b. The Corporation's sole director shall make distributions of all the cash, property, rights to property, and rights belonging to the Corporation to the Sole Shareholder in complete cancellation and redemption of all the stock of the Corporation.
4. All of the liquidating distributions described in paragraph 3(b) shall be completed within three (3) years after the close of the taxable year in which the first liquidating distribution is paid to the Sole Shareholder. The first liquidating distribution shall be made during calendar year 2006.
5. The Corporation's only remaining asset is cash in bank account.
6. As soon as the first liquidating distribution has been paid, the Corporation will cease to be a going concern and its activities will be limited to winding up its affairs, paying its debts, distributing its remaining assets to the Sole Shareholder, and dissolving.

7. The Corporation will retain no assets following its final liquidating distribution.

8. The Corporation shall dissolve in accordance with Florida law as soon as practicable after the final liquidating distribution.

IN WITNESS WHEREOF, the undersigned, being the sole Director of the Corporation, has executed this Plan of Complete Liquidation this 20th day of April, 2006.

MANTENER KEY BISCAYNE, INC.



Yuzik Baskin
Sole Director

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**WRITTEN CONSENT OF SOLE SHAREHOLDER
OF
MANTENER KEY BISCAYNE, INC.**

The undersigned, being the sole shareholder of MANTENER KEY BISCAYNE, INC., a Florida corporation ("Corporation"), hereby consents to and approves, pursuant to Florida Statutes 607.1402 and 607.0704, the following actions:

WHEREAS, MANTENER LIMITED, a Bahamian company ("Sole Shareholder") is the sole shareholder of the Corporation and believes it to be in the best interest of the Corporation and the Sole Shareholder that the Corporation be completely liquidated and dissolved,

WHEREAS, the undersigned has the authority to effectuate this written consent in the name of the Sole Shareholder.

NOW THEREFORE, be it:

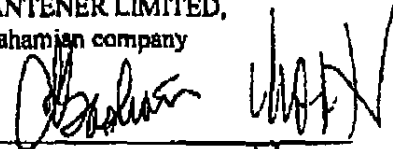
RESOLVED, that the Plan of Complete Liquidation of Mantener Key Biscayne, Inc., dated April __, 2006, attached hereto as Exhibit A, is hereby approved;

FURTHER RESOLVED, that the Articles of Dissolution, dated April 20 2006, is hereby approved; and

FURTHER RESOLVED, that the Corporation be dissolved.

IN WITNESS WHEREOF, the undersigned, being the sole shareholder of the Corporation, has executed this written consent this 20th day of April, 2006.

MANTENER LIMITED,
a Bahamian company


Name: CHERYL BASTIAN / CELMA HORTON
Position: AUTHORIZED SIGNATURES
AMEREX S.A. & BADEN S.A.
DIRECTORS

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