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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 DEC 26 PM 3:57

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DIVISION OF CORPORATIONS

DISSOLUTION

STEP CARIBBEAN CONFERENCE LIMITED, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

Volum. Dissolved
12/27/02

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ARTICLES OF DISSOLUTION

OF

STEP CARIBBEAN CONFERENCE LIMITED, INC.

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2002 DEC 26 PM 3:51

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the above-named Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

ARTICLE ONE
NAME

The name of the Corporation is "STEP CARIBBEAN CONFERENCE LIMITED, INC."

ARTICLE TWO
OFFICERS

The name and address of its officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
STEVEN L. CANTOR	President and Secretary	1001 Brickell Bay Dr. #2908 Miami, FL 33131

ARTICLE THREE
DIRECTOR

The name and address of its directors are:

<u>Name</u>	<u>Address</u>
STEVEN L. CANTOR	1001 Brickell Bay Dr. #2908 Miami, FL 33131
SIMON BECK	701 Brickell Avenue, Suite 2300 Miami, FL 33131

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**ARTICLE FOUR
LIABILITIES**

All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.

**ARTICLE FIVE
DISTRIBUTION OF ASSETS**

All remaining property and assets of the Corporation have been distributed among the shareholders in accordance with their respective rights and interests.

**ARTICLE SIX
LEGAL ACTIONS**

There are no actions pending against the Corporation in any court.

**ARTICLE SEVEN
ELECTION TO DISSOLVE**

A copy of the Corporate Consent of Shareholders to Dissolve, having been signed by all of the shareholders of the Corporation effective on the 16th day of December, 2002 is attached hereto.

DATED effective this 16th day of December, 2002.

**STEP CARIBBEAN CONFERENCE LIMITED,
INC., a Florida corporation**

By: _____

STEVEN L. CANTOR, President, Secretary and
Director

By: _____

SIMON BECK, Director

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**JOINT WRITTEN CONSENT
OF BOARD OF DIRECTORS AND SOLE SHAREHOLDER
OF
STEP CARIBBEAN CONFERENCE LIMITED, INC.**

The undersigned, constituting the Board of Directors and the sole Shareholder of **STEP CARIBBEAN CONFERENCE LIMITED, INC.**, a Florida corporation, (the "Corporation") do hereby consent, pursuant to the Florida General Corporation Act, to the adoption of the following preambles and resolutions in lieu of a special joint meeting of the Board of Directors and Shareholder of the Corporation:

WHEREAS, **STEP LIMITED**, a United Kingdom corporation, is the owner of 100 shares of the common stock of the Corporation, which constitute all of the issued and outstanding shares of the Corporation.

WHEREAS, the Corporation desires to adopt a Plan of Liquidation.

NOW, THEREFORE, BE IT RESOLVED, that the Plan of Liquidation of the Corporation in the form attached hereto, is hereby approved, ratified and adopted, thereby permitting the liquidation of the Corporation in accordance with '331 of the Internal Revenue Code, as amended (the "Code"), and the dissolution of the Corporation pursuant to Florida Statutes '607.1402; and

RESOLVED, that the President and Secretary of the Corporation be, and he is hereby authorized, empowered and directed in the name and on behalf of the Corporation, to take such additional action and to execute and deliver such additional agreements, documents and instruments

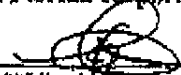
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as he may deem necessary or appropriate to implement the provisions of the foregoing resolutions, the authority for the taking of such action and the execution and delivery of such agreements, documents and instruments to be conclusively evidenced thereby.

IN WITNESS WHEREOF, the undersigned has executed this unanimous Joint Written Consent effective as of the 16th day of December, 2002.

STEP CARIBBEAN CONFERENCE LIMITED,
INC, a Florida corporation

By:


STEVEN L. CANTOR
President and Director

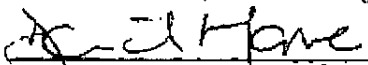
By:


SIMON BECK
Director

Sole Stockholder:

STEP LIMITED, a United Kingdom corporation

By:


David Harvey, Authorized Representative

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