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CR2E031(9/92)

ARTICLES OF DISSOLUTION

PURSUANT TO SECTION 607.1403, FLORIDA STATUTES, THIS FLORIDA PROFIT CORPORATION SUBMITS THE FOLLOWING APACE FOR STATE DISSOLUTION:

FIRST

The name of this corporation is:

FREE-PHONES USA, INC.

SECOND

The date Dissolution was authorized: December 3, 2004.

THIRD

Adoption of Dissolution:

- _X_Dissolution was approved by the shareholders. The number of votes cast for Dissolution was sufficient for approval.
- ____ Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve.

The number of votes cast for dissolution was sufficient for approval by

By

(Voting group)

Signed this December 3, 2004.

Typed or printed name: Cesar Youkhadar

Title: President