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2002 MAY 17 AM 10:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Trans Continental Construction  
(Corporation Name) (Document #)

2. Corp  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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02 MAY 17 AM 9:53  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

C. Coulliette MAY 17 2002

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Examiner's Initials

ARTICLES OF DISSOLUTION  
OF  
TRANS CONTINENTAL CONSTRUCTION, CORP.

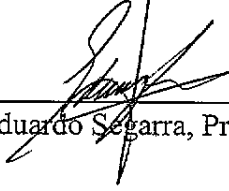
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TALLAHASSEE, FLORIDA

1. The name of this corporation is TRANS CONTINENTAL CONSTRUCTION, CORP.

2. TRANS CONTINENTAL CONSTRUCTION, CORP. elected to dissolve pursuant to the Unanimous Written Consent of its sole Shareholder and Board of Directors, which Unanimous Written Consent was effective as of April 31, 2002. A copy of such Unanimous Written Consent is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 13 day of May, 2002.

TRANS CONTINENTAL CONSTRUCTION,  
CORP. a Florida corporation

By:   
Eduardo Segarra, President

(Corporate Seal)

UNANIMOUS WRITTEN CONSENT  
OF THE  
SOLE SHAREHOLDER AND BOARD OF DIRECTORS  
OF  
TRANS CONTINENTAL CONSTRUCTION, CORP.

The undersigned, being the sole Shareholder and all of the members of the Board of Directors, respectively, of TRANS CONTINENTAL CONSTRUCTION, CORP., a Florida corporation (the "Corporation"), do hereby consent to the adoption and approval of the following resolutions:

Adoption of Plan of Complete Liquidation and Dissolution

WHEREAS, the Board of Directors of this Corporation deems it advisable and in the best interest of the Corporation and its Shareholder that the Corporation be completely liquidated and dissolved; and

WHEREAS, the Board of Directors finds that it is advisable to adopt a plan of complete liquidation in accordance with the requirements of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the sole Shareholder of this Corporation deems it advisable and in its best interest that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation and Dissolution presented to it by the Board of Directors of this Corporation, it is

RESOLVED, that the Corporation be completely liquidated and dissolved in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation and Dissolution:

1. The officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.
2. As soon as practicable, the officers of the Corporation shall establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and contingent expenses, if they deem such a reserve to be desirable.
3. The Shareholder and Directors of the Corporation acknowledge that the Corporation is the owner of a note receivable issued to it by Arnold Rockford in the

original principal amount of \$104,000.00 (hereinafter the "Note") which Note is secured by a mortgage on certain real property located in Miami-Dade County, Florida (the "Mortgage"). The Note and Mortgage should properly be assigned to the Corporation's Shareholder as part of the Corporation's liquidation. However, rather than assigning the Note and Mortgage to the Shareholder of the Corporation as part of the Corporation's liquidation, the Shareholder hereby directs and authorizes the officers of the Corporation to assign the Note and Mortgage to Dianova USA, Inc., a Florida corporation, an affiliate of the Corporation.

4. The officers of the Corporation shall distribute to the sole Shareholder of the Corporation, in cancellation of its shares, any remaining assets of the Corporation, subject to any remaining unpaid liabilities.

5. If a reserve is established to meet claims against the Corporation, the officers of the Corporation shall arrange for the distribution of any unused balance of such reserve to the sole Shareholder as soon as practicable.

6. The officers of the Corporation are authorized and directed to have counsel for the Corporation file Form 966, Corporate Dissolution or Liquidation, with the Internal Revenue Service, together with a certified copy of this Resolution, within 30 days after the date hereof.

7. The officers of the Corporation are authorized and directed to file all other forms and documents required by the State of Florida, including Articles of Dissolution, and the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to take such additional action as they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolution.

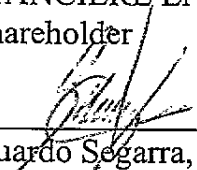
#### Counterpart Execution


RESOLVED, that the sole Shareholder and all of the members of the Board of Directors of this Corporation be, and each of them hereby is, authorized to execute this Written Consent in one or more counterparts and that, upon such execution by the sole Shareholder and all of the members of the Board of Directors of this Corporation, this

Written Consent be, and as of the effective date hereof it hereby is, approved and adopted as the act and deed of the sole Shareholder and Board of Directors of this Corporation.

Effective Date: April, 30, 2002

SOCIETE DE PARTICIPATION SOCIALE  
ET FINANCIERE ENGELMAJER, S.A.,  
Sole Shareholder

By:   
Eduardo Segarra, Attorney-in-Fact

  
Mario Prieto, Director

  
Eduardo Segarra, Director

  
Miguel Diez, Director

  
Matilde Padilla, Director