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FILED
DEC 13 AM 10:34
CLERK OF STATE
TALLAHASSEE, FLORIDA

December 9, 1999

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

700003067827--3
-12/13/99-01097-004
*****43.75 *****43.75

Re: BES America, Inc.

Gentlemen:

Enclosed you will find original Articles of Dissolution of BES America, Inc., together with this firm's check in the amount of \$43.75 representing the filing fee of \$35.00 and the certified copy fee of \$8.75.

If you have any questions or need anything further, feel free to contact me.

Sincerely yours,

MOMBACH, BOYLE & HARDIN, P.A.

Marti Clapp

Marti J. Clapp, Secretary
to David C. Hardin

/mc

Enc.

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V. SHEPARD DEC 23 1999

ARTICLES OF DISSOLUTION PURSUANT TO
SECTION 607.1403 OF THE FLORIDA BUSINESS CORPORATION ACT
OF BES AMERICA, INC
Charter #P9300003411

FILED
99 DEC 13 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Department of State
Tallahassee, FL 32314

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is BES AMERICA, INC.
2. The names and respective addresses of the officers of the corporation are as follows:

Jesse Briggs	-	President	-	10502 Kestrel Street Plantation, FL 33324
Blanca Briggs	-	Vice President/ Assistant Secretary	-	10502 Kestrel Street Plantation, FL 33324
Denise A. Briggs	-	Secretary/Treasurer	-	10502 Kestrel Street Plantation, FL 33324

3. The names and respective addresses of the directors of the corporation are as follows:

Jesse Briggs	-	10502 Kestrel Street Plantation, FL 33324
Blanca Briggs	-	10502 Kestrel Street Plantation, FL 33324

4. Dissolution was authorized on December 9, 1999.

5. The corporation elected to dissolve by act of the shareholders, a resolution to dissolve having been adopted by a sufficient number of shareholders on December 9, 1999. A copy of the resolution is attached to these articles.

Dated this 9th day of December, 1999.

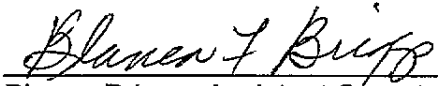
BES AMERICA, INC.

By



Jesse Briggs, President

Attest:



Blanca Briggs, Assistant Secretary

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**ACTION BY WRITTEN CONSENT
OF SHAREHOLDERS
PURSUANT TO § 607.0704, FLORIDA STATUTES**

The following action is taken by the written consent of more than a majority of the shareholders of BES AMERICA, INC. (the "Company"):

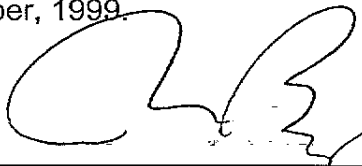
Since the Company's distributorship agreement with COSMEC, S.R.L. has been terminated, the Company no longer has any active business activities. Therefore, it is:

RESOLVED that the Company shall be dissolved in accordance with applicable law, and it is

FURTHER RESOLVED that the appropriate officers of the Company are directed to wind up and liquidate the Company's business and affairs, and to take any further action they deem appropriate to carry out the intent of this resolution.

As permitted by the Company's Bylaws and § 607.0704, Florida Statutes, the undersigned, being the holder of more than a majority of the outstanding common stock of the Company, hereby takes the foregoing action in lieu of a meeting of shareholders.

Dated as of the 9th day of December, 1999.



JESSE BRIGGS, Voting Trustee for Jesse Briggs & Blanca F. Briggs, tenants by the entireties