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DIVISION OF CORPORATIONS

**DISSOLUTION
STEMSYS CORP.**

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**ARTICLES OF DISSOLUTION
OF
OF STEMSYS CORP.**

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Dissolution:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is STEMSYS CORP. (hereinafter referred to as the "Corporation").

**ARTICLE II
DATE DISSOLUTION AUTHORIZED**

The dissolution of the Corporation was authorized on March 15, 2004.

**ARTICLE III
APPROVAL OF DISSOLUTION**

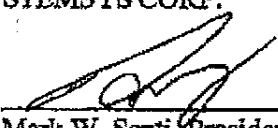
The dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

**ARTICLE IV
EFFECTIVE DATE OF DISSOLUTION**

The Corporation shall be dissolved effective as of December 31, 2004.

IN WITNESS WHEREOF, the undersigned president of the Corporation affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned has executed these Articles of Dissolution as of December 28, 2004.

STEMSYS CORP.


Mark W. Senti, President

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