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1244 N. University Drive
Plantation, Florida 33322
Telephone: 954 370-2727
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September 6, 1998

Mr. Laszlo Keresztes, President
Mac Net, Inc.
8260 N.W. 27 Street, #407
Miami, Florida 33122

Re: Corporate Dissolution

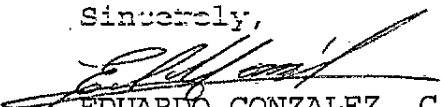
Dear Mr. Keresztes:

Enclosed are sample documents that can be used to dissolve Mac Net Inc. Please review them and, if correct, execute and mail them, along with a check for \$35.00, to the Secretary of State at:

P. O. Box 6327
Tallahassee, FL 32314

If you have any questions, please do not hesitate to call me.

Sincerely,


EDUARDO GONZALEZ, C.P.A.

For The Firm:
SAENZ, ROBLEDO, SAX & COMPANY, P.A.

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ARTICLES OF DISSOLUTION
(FS Section 607.1402 and 607.1403)

FILED
98 SEP 14 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Mac Net, Inc.
2. The dissolution of this corporation was authorized effective the 31st day of December, 1997.
3. The dissolution was approved by Written Consent under Section 607.0704 by a majority of the shareholders, which number is sufficient for the approval of the dissolution.
4. A copy of the executed Written Consent to Dissolve the Corporation is attached hereto and made part hereof.

DATED this 9th day of September, 1998.



Laszlo Keresztes, President

WRITTEN CONSENT OF STOCKHOLDERS OF
MAC NET, INC.
IN LIEU OF SPECIAL MEETING OF STOCKHOLDERS
PURSUANT TO SECTIONS 607.0704 AND 607.1402
OF THE FLORIDA GENERAL CORPORATION ACT

In lieu of a meeting to liquidate and dissolve, the undersigned, being the Sole Stockholder of the above named corporation, hereby takes the following actions and adopts the following Resolutions by written consent in lieu of a Special Meeting of the Stockholders:

RESOLVED, that the corporation be liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended; and


RESOLVED, that in accordance with such plan of liquidation, the officers and directors of the corporation are authorized and directed to:

1. File form 966 within thirty (30) days after the date hereof with the District Director of Internal Revenue Service at Atlanta, Georgia, together with a Copy of this Consent;
2. Liquidate the assets of the corporation and provide for the payment of the outstanding debts of the corporation;
3. Distribute the remaining assets of the corporation in reduction and cancellation of the outstanding stock of the corporation;
4. File a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida; and
5. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets; and

RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation and liquidate and transfer its assets are hereby ratified and confirmed in all aspects.

DATED effective the 31st day of December, 1997.

Stockholder:



Laszlo Keresztes, President & Chairman