



**THE UNITED STATES
CORPORATION**
C O M P A N Y

ACCOUNT NO. : 072100000032

REFERENCE : 273437 4327828

AUTHORIZATION :

COST LIMIT : \$ 87.50

97 FEB 26 PM 3:23
FBI - TAMPA
RECEIVED
TALLAHASSEE
SECURITY DIVISION
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

ORDER DATE : February 26, 1997

ORDER TIME : 9:08 AM

100-102070-1 - 11

ORDER NO. : 273437-005

CUSTOMER NO: 4327828

CUSTOMER: John A. Maass, Esq
Alley Maass Rogers & Lindsay,
321 Royal Poinciana Pl., South

Palm Beach, FL 33480-0431

DOMESTIC FILINGS

NAME: AIR VENDEE INVESTMENT USA,
INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX_____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

EXAMINER'S INITIALS: W. B. D. 2/26/97

**ARTICLES OF DISSOLUTION
OF
AIR VENDEE INVESMENT USA, INC.
PURSUANT TO §607.1402 OF
THE FLORIDA GENERAL BUSINESS CORPORATION ACT**

FILED
97 FEB 26 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Department of State
Tallahassee, Florida 32304

Date Paid
Filing Fee \$ 57.50

Pursuant to the provisions of Section 607.1402 of the Florida General Corporation Act, Air Vendee Investment USA, Inc. (the "Corporation") adopts the following articles of dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is Air Vendee Investment USA, Inc.
2. The names and respective addresses of the officers of the Corporation are as follows:

<u>Name</u>	<u>Officer</u>	<u>Address</u>
Jean-Paul Dubreuil	President/Secretary/ Treasurer	Rt. De Nantes-Les Bazinieres BP 39, 85001 La Roche Sur Yon Cedex France
Robb R. Maass	Assistant Secretary	321 Royal Poinciana Plaza Palm Beach, FL 33480

3. The name and address of the director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Jean-Paul Dubreuil	Rt. De Nantes-Les Bazinieres BP 39, 85001 La Roche Sur Yon Cedex France

4. All liabilities and obligations of the Corporation have been paid, discharged or adequate reserves have been established.

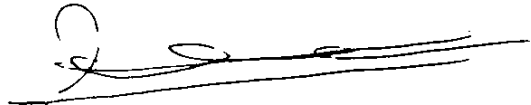
5. All the property and assets of the Corporation remaining after the payment of all debts, obligations, and liabilities of the Corporation, have been distributed to the shareholders in accordance with their rights and interests.

6. There are no actions pending against the Corporation in any court.

7. The Corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has been signed by the shareholders of the Corporation. A copy of such written consent is attached to these articles.

Dated: February 21, 1997.

By: _____
Jean-Paul Dubreuil
Its: President

A handwritten signature in dark ink, appearing to be 'J. Dubreuil', written over a horizontal line.

**WRITTEN ACTION OF THE SOLE SHAREHOLDER AND SOLE DIRECTOR
OF
AIR VENDEE INVESTMENT USA, INC.**

The undersigned, being the sole Shareholder and sole Director of AIR VENDEE INVESTMENT USA, INC., a Florida corporation ("Corporation"), hereby take the following written action as of February 21, 1997, in lieu of holding a meeting regarding same, all pursuant to the terms of §§607.0704 and 607.0821 Florida Statutes:

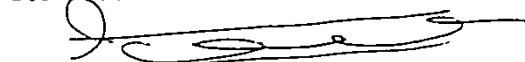
RESOLVED, that the Board of Directors hereby recommends to the Shareholder that the Corporation be dissolved and the Shareholder hereby adopts such recommendation to dissolve the Corporation as of February 21, 1997.

FURTHER RESOLVED, that the Corporation shall take the necessary steps to dissolve as of February 24, 1997 and shall distribute all of the property and assets of the Corporation, which remain after payment of all its debts, obligations and liabilities, to Figedis, S.A., the Corporation's sole Shareholder.


FURTHER RESOLVED, that the officers and director of the Corporation are hereby authorized and directed to take any and all action necessary to effectuate the foregoing resolution.

DATED: February 21, 1997

Jean-Paul Dubreuil


Sole Director

Figedis, S.A.

By: 
Its

Sole Shareholder