

Division of Corporations

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Florida Department of State
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DISSOLUTION**EURO FINANCING CORP.**

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**ARTICLES OF DISSOLUTION
OF
EURO FINANCING CORP.**

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Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, Euro Financing Corp. (Document No. P94000038137), a corporation organized and existing under the laws of the State of Florida adopts the following Articles of Dissolution for the purposes of dissolving the Corporation:

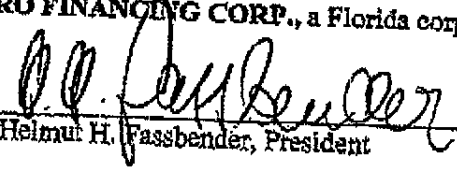
1. The name of the Corporation is EURO FINANCING CORP.
2. The dissolution of the corporation was authorized by a joint corporate action of the sole director and shareholders of the Corporation dated December 31, 1998.
3. The number of votes for dissolution was sufficient for approval.
4. Complete liquidation and or distribution of the Corporation's assets was made to the shareholders on December 31, 1998.

These Articles of Dissolution shall be effective as of December 31, 1998.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Dissolution to be executed as of the 11th day of February, _____, 1999.

EURO FINANCING CORP., a Florida corporation

By:


Helmut H. Fassbender, President

Prepared by:

Robert G. Schrader, Esq., FL Bar #0689564
Ruden, McClosky, et. al., P.O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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**JOINT CORPORATE ACTION
BY THE SOLE DIRECTOR AND ALL OF THE SHAREHOLDERS OF
EURO FINANCING CORP.**

The undersigned, being the sole director and all of the shareholders of Euro Financing Corp., a Florida corporation (the "Corporation"), hereby waives all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements for notice; and hereby consents in writing to the adoption of the following resolutions, taking said action in lieu of meetings of the board of directors and shareholders of the Corporation pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act:

WHEREAS, the Corporation's sole director and shareholders believe it is in the best interest of the Corporation and its shareholders that the Corporation be dissolved and liquidated.

NOW, THEREFORE, the sole director and all the shareholders of the Corporation hereby adopt the following resolutions:

RESOLVED, that the Corporation be dissolved and liquidated in accordance with the Plan of Complete Liquidation and Dissolution attached hereto and made a part hereof as Exhibit "A" ("Plan").

RESOLVED, that the President of the Corporation be, and hereby is, authorized, empowered and directed to sell or otherwise liquidate any and all of the properties of the Corporation which in his judgement should be sold or liquidated to facilitate the complete liquidation and dissolution of the Corporation.

RESOLVED, that (unless a decision to abandon the Plan shall be made pursuant to the terms of the Plan) the President of the Corporation be, and hereby is, authorized, empowered and directed to wind up the affairs of the Corporation, pay or provide for its liabilities, and establish a reserve in a reasonable amount to meet known, estimated, unascertained or contingent liabilities and expenses, to the extent such a reserve is deemed necessary or appropriate, or to otherwise provide for creditors as contemplated in the Plan.

RESOLVED, that if a reserve is established to meet claims against the Corporation, the President of the Corporation be, and hereby is, directed to distribute any unused balance of such

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reserve to the shareholders of the Corporation as soon as practicable, but in no event later than thirty days from the date of this action.

RESOLVED, that the President of the Corporation be, and hereby is, authorized, empowered and directed to distribute all assets of the Corporation, including the proceeds from the sale of any such assets, to the shareholders of the Corporation in complete liquidation of the Corporation and in cancellation of the shares owned by the shareholders.

RESOLVED, that the filing of Articles of Dissolution with the Secretary of State of the State of Florida be, and is, hereby ratified and approved.

RESOLVED, that the actions in the foregoing resolutions providing for the complete liquidation of the Corporation and the distribution of its assets be completed as soon as practicable, but in no event later than thirty days from the date of this action.

RESOLVED, that the President of the Corporation be, and hereby is, authorized and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as he may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and to fully effectuate the purposes of the foregoing resolutions.

The actions contained herein shall be effective as of the 31st day of December, 1998.

IN WITNESS WHEREOF, the undersigned, being the sole director and all of the shareholders of the Corporation have hereunto set their hands and seals for the purposes herein expressed.

DIRECTOR:


Helmut H. Fassbender

SHAREHOLDERS:


Helmut H. Fassbender
Monika Fassbender

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EXHIBIT "A"**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
OF
EURO FINANCING CORP.**

1. Plan of Liquidation. This Plan of Complete Liquidation and Dissolution ("Plan") is intended to accomplish the dissolution and complete liquidation of Euro Financing Corp., a Florida corporation (the "Corporation"), through the distribution of all the Corporation's assets to its shareholders in complete liquidation of the Corporation pursuant to Section 331 of the Internal Revenue Code. Such liquidation and dissolution shall be accomplished in the manner stated in this Plan.
2. Approval. This Plan shall be considered adopted by the Corporation and in effect on the date it has been approved and adopted by the sole director and all of the shareholders of the Corporation.
3. Liquidation Period. The "Liquidation Period" shall mean the period beginning with the effective date of this Plan and ending thirty days from the effective date thereof, or, if sooner, on the date all of the assets of the Corporation are distributed to the shareholders as provided herein.
4. Abandonment. Notwithstanding the fact that the Plan has become effective, the directors of the Corporation may, in their discretion, without further action by the shareholders, abandon this Plan and direct that no further steps shall be taken to carry such Plan into effect.
5. Winding Up of Business. During the Liquidation Period, the Corporation shall continue in business to the extent necessary to pay all liabilities that can be fixed and discharged and to wind up its affairs. During the Liquidation Period, the appropriate officers of the Corporation are

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authorized: (i) to retain such assets as may be necessary to pay expenses or liabilities and to pay all such known expenses and liabilities that are due and payable, and (ii) to make periodic distributions of the assets of the Corporation to its shareholders.

6. Final Distribution of Assets. On or before the thirtieth day from the effective date hereof, all assets of the Corporation not previously distributed which, in the opinion of the sole director of the Corporation, are no longer needed for payment of expenses or liabilities of the Corporation, shall be distributed to the shareholders of the Corporation. To the extent that the directors determine, at the end of the Liquidation Period, that it would be appropriate to establish a reserve for contingent or unknown liabilities, the sole director may establish such a reserve within the Corporation or may cause the Corporation to fund a liquidating trust or other entity that will agree to discharge any such obligations that may arise, provided that any funds remaining in said reserve, liquidating trust or other entity on December 31, 1998, shall thereupon be distributed to the shareholders of the Corporation.

7. Federal Filing Requirements. Within 30 days following the effective date of this Plan, the President of the Corporation shall file Treasury Department Form 966 with the appropriate office of the Internal Revenue Service, and all required attachments thereto.

8. Closing of Corporation's Books. Upon the final distribution of all the assets of the Corporation, the President of the Corporation shall instruct the Corporation's accountant(s) to close the books of the Corporation and to prepare and timely file all applicable income tax returns on behalf of the Corporation and such other forms as are appropriate.

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9. State Filing Requirements. All documents required to be filed with the State of Florida, including the Articles of Dissolution of the Corporation, as required under the provisions of Florida law shall be filed with the Secretary of State for the State of Florida by the President of the Corporation within 30 days following the effective date of this Plan.

10. Authorization of Necessary Acts. The officers and directors of the Corporation shall have the power to adopt all resolutions, execute all documents and are authorized, empowered and directed to file all papers and take whatever action as they deem necessary or desirable for the purpose of effecting the complete liquidation and dissolution of the Corporation, and for carrying out the other purposes and intentions of the Plan. They shall be held harmless by the Corporation for any action under this Plan taken in good faith, and any expense or liability so incurred.

11. Intent. It is intended that this Plan shall be a plan of complete liquidation within the terms of Section 331 of the Internal Revenue Code of 1986, as amended (the "Code"). This Plan shall be deemed to authorize such action as, in the opinion of counsel of the Corporation, may be necessary to conform with the provisions of Code Section 331.

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