

CSC 894000058 389

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 595567 11654A
AUTHORIZATION : *Patricia Pizote*
COST LIMIT : \$ 35.00

ORDER DATE : December 6, 2001
ORDER TIME : 10:23 AM
ORDER NO. : 595567-005
CUSTOMER NO: 11654A

des

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CUSTOMER: Ms. Maria Acosta
Holtzman, Equels & Furia
2601 South Bayshore Drive
Suite 600
Miami, FL 33133

DOMESTIC FILINGS

NAME: CITCO GLOBALSOURCE, INC.

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CLERK OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT# 1156
EXAMINER'S INITIALS:

AKR
12/6/01

ARTICLES OF DISSOLUTION
OF
CITCO GLOBALSOURCE, INC.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1401 of the Florida Business Corporation Act, CITCO GLOBALSOURCE, INC., a Florida corporation (the "Company"), hereby adopts the following Articles of Dissolution and certifies the following information for the purpose of dissolving the Company:

1. The name of the Company filing these Articles of Dissolution is CITCO GLOBALSOURCE, INC., a Florida corporation.
2. The filing date of the Articles of Incorporation was August 8, 1994, evidenced by document number #P94000058389
3. The effective date of the Company's dissolution is November 29, 2001.
4. The Company elected to dissolve by written consent of its Shareholder, the votes cast for dissolution being sufficient for approval, as of November 29, 2001.
5. All debts, obligations and liabilities of the Company have been paid or discharged.
6. There are no suits pending against the Company in any court.

IN WITNESS WHEREOF, the undersigned being the President of CITCO GLOBALSOURCE, INC., a Florida corporation, has executed these Articles of Dissolution on behalf of the company as of the 3rd day of December, 2001.

CITCO GLOBALSOURCE, INC.,
a Florida corporation

By: Patricia A. Sinton
Patricia A. Sinton, President

**WRITTEN CONSENT OF THE SOLE SHAREHOLDER
OF CITCO GLOBALSOURCE, INC.**

IN LIEU OF A SPECIAL MEETING

The undersigned, being the Sole Director of CITCO GLOBALSOURCE, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), pursuant to the provisions of Section 607.0704 and Section 607.0821 of the Florida Business Corporation Act, does hereby waive all formal requirements, including the necessity of holding a formal meeting, and any requirements that notice of such meeting be given, and does hereby adopt, approve and consent to the resolutions set forth below, to the same extent and with the same force and effect as if adopted at a formal meeting of the sole shareholder of the Corporation, duly called and held for the purpose of adopting the following resolutions.

RESOLVED, that the sole Director of the Corporation hereby consents to the dissolution and liquidation of the Corporation; and

RESOLVED, that the Articles of Dissolution in substantially the form previously presented to the undersigned are hereby approved and accepted and an officer of the Corporation is authorized and directed to cause to be filed with the Florida Department of State the said Articles of Dissolution; and

RESOLVED, that the Corporation shall liquidate and distribute any and all of its assets of any kind whatsoever to its sole shareholder in accordance with its rights and interests as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable; and

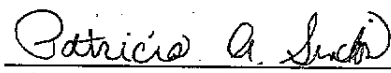
RESOLVED, that an Officer of the Corporation be, and that he is hereby authorized and directed to execute such assignments and conveyances, and to do and perform such acts as may be necessary or appropriate for the carrying out of the purposes of the foregoing resolutions; and

RESOLVED, that the President of the Corporation is hereby authorized to engage the services of such accountants, appraisers, attorneys, and other professionals to provide advice and counsel to the Corporation in connection with any and all matters addressed in the previous resolutions as such officers shall deem necessary or advisable under the circumstance; and it is

FURTHER RESOLVED, that any and all actions heretofore or hereinafter taken by the officer of the Corporation in connection with any and all of the matters discussed in the foregoing resolutions are hereby confirmed and ratified as properly authorized acts of the Corporation.

IN WITNESS WHEREOF, the undersigned constituting the Sole Director, has executed this written consent to action on this 3rd day of December, 2001.

SOLE DIRECTOR



PATRICIA A. SINTON