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July 6, 1998

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Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

Re: A.D.G.N. CORPORATION, a Florida Corporation

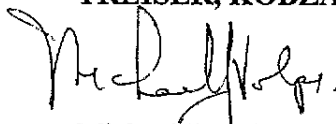
Dear Sir:

Enclosed you will find an original and one (1) copy of Articles of Dissolution for A.D.G.N. Corporation together with our law firm's check in the amount of \$35.00 representing your fee to file the Articles of Dissolution. Please file the original, time-stamp the copy and return it to the undersigned in the preaddressed stamped envelope enclosed for this purpose.

If you have any questions, please do not hesitate to contact me. Otherwise, thank you in advance for your assistance and cooperation.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.


Michael J. Volpe

FILED
98 JUL 13 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MJV:mjw

enclosures

DISS
LJF 7-21-98

ARTICLES OF DISSOLUTION

OF

A.D.G.N. CORPORATION, a Florida Corporation

FILED

98 JUL 13 AM 11:45

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to Section 607.1403, Florida Statutes, the undersigned Corporation submits these Articles of Dissolution:

FIRST:

The name of this Corporation is A.D.G.N. Corporation (the "Corporation") and its Charter Number is P94000078325. It was organized under the laws of the State of Florida on October 24, 1994.

SECOND:

Upon the recommendation of the Board of Directors, the Shareholders have, by unanimous written consent and in accordance with Section 607.1402, Florida Statutes, elected to dissolve the Corporation. A copy of the Action Taken by Written Consent of the Shareholders is incorporated and attached as Exhibit "A". The number of votes cast for dissolution, being unanimous, was sufficient for approval.

THIRD:

Voting by voting groups was not required.

FOURTH:


The date the dissolution was authorized is as shown on the attached Exhibit "A".

FIFTH:

The Corporation is dissolved upon the effective date of its Articles of Dissolution.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 20th day of JUNE, 1998, in Willowdale, Ontario, Canada.

A.D.G.N. CORPORATION
a Florida Corporation,

By: 
MOHSEN F. ASSAAD, President

ATTEST:


NAHED GAÏD, Secretary

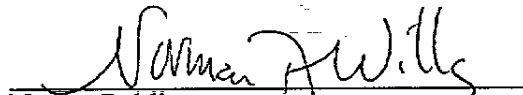
SECRETARY'S CERTIFICATION

I ALSO HEREBY CERTIFY TO THE FOREGOING.


NAHED GAÏD, Secretary

COUNTRY OF CANADA)
PROVINCE OF ONTARIO)

The foregoing instrument was acknowledged before me this 20th day of JUNE, 1998 by **NAHED GAÏD**, who is personally known to me (or has produced as identification) and did/~~did not~~ take an oath.


Notary Public

NORMAN ALLEN WILKS
Typed, Printed or Stamped Name

My Commission Expires: Appointed for life

My Commission No: N/A

WRITTEN CONSENT TO ACTION BY THE SHAREHOLDERS OF
A.D.G.N. CORPORATION
AUTHORIZING DISSOLUTION OF THE CORPORATION
AND ADOPTING A PLAN OF LIQUIDATION & DISSOLUTION

The undersigned being all of the Shareholders of **A.D.G.N. CORPORATION**, a Florida Corporation, acting in accordance with Section 607.0704 of the Florida Business Corporation Act, hereby waive all notice of time, place or purpose of meeting and approve, adopt, and take the following actions by means of this written consent:

WHEREAS, the Shareholders have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

WHEREAS, the Shareholders do hereby adopt a Plan of Liquidation and Dissolution for the Corporation;

RESOLVED: That the following Plan of Liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provision for the debts of the Corporation, and to distribute any remaining assets of the corporation:

1. The Corporation shall be liquidated pursuant to Section 331 of the Internal Revenue Code and Section 607.1402(6) of the Florida Statutes.
2. All liabilities and obligations of the Corporation will be paid or discharged, or adequate provision will be made for them.
3. The Officers and Directors of the Corporation are authorized to sell or otherwise liquidate all of the properties and assets of the Corporation that they deem necessary or advantageous to facilitate the liquidation of the Corporation.
4. The Officers of the Corporation are authorized to do any and all things necessary or convenient to carry these Resolutions into effect, including, but not limited to, the following:
 - (a) Executing any and all instruments of conveyance;
 - (b) Paying all taxes and fees;
 - (c) Executing all documents required by law to be filed;
 - (d) Retaining professional advisors; and

EXHIBIT "A"

- (e) Doing all other things necessary or convenient to effect the dissolution of the Corporation.
5. After the provision for, or payment of, the known debts and liabilities of the Corporation, the Officers are authorized and directed to distribute the remaining cash or other assets of the Corporation to the Shareholders of record according to their respective rights and interests in exchange for their shares in the Corporation.

FURTHER RESOLVED:

The effective date of dissolution shall be June 15, 1998.

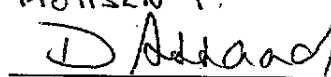
DATED this 15 day of JUNE, 1998.

SHAREHOLDERS:



MOSHEN F. ASSAAD
MOHSEN F.

H.A



DALAL M. ASSAAD


MAGDI GAID
NAHED GAID