

P95000031059

ELLIOTT JAY BURKO

ATTORNEYS AT LAW

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March 25, 1998

Florida Department of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Attn: Amendment Section

By UPS

Re: Seize de Soleil, Inc.
Request for immediate dissolution

Gentlemen:

Please find enclosed herein Articles of Dissolution for the above referenced Corporation together with a photocopy thereof. Also enclosed is a check from said Corporation in the amount of \$96.25, representing payment for the filing fees for such Articles (\$35.00) as well as your fee to obtain a Certified Copy (\$52.50) and a Certificate of Status (\$8.75).

As indicated in the attached Articles, the dissolution is to be effected immediately.

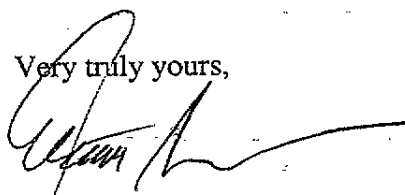
Kindly send Certified Copy and Certificate of Status to this office at the following address:

Elliott J. Burko, Esq.
405 Park Avenue (Suite 801)
New York, New York 10022

Do not hesitate to contact Marie-Jose Deis-Stine at (212)838-1937 should you have any questions.

Respectfully submitted, and

Very truly yours,



Elliott J. Burko

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Diss.

4-13-98
CC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 2, 1998

ELLIOTT J. BURKO
405 PARK AVE.
SUITE 801
NEW YORK, NY 10022

SUBJECT: SEIZE AU SOLEIL, INC.
Ref. Number: P95000031059

We have received your document for SEIZE AU SOLEIL, INC. and check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Since you have in your document that you have the written Unanimous Consent attached, you must have it attached or remove that sentence from the document altogether.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 198A00017660

**ARTICLES OF DISSOLUTION
OF
SEIZE AU SOLEIL, INC.**

(a Florida Corporation)

Pursuant to the provisions of Section 607.1403 of Florida Statutes, this Florida corporation hereby submits as its Articles of Dissolution:

- FIRST:** The name of the Corporation is: SEIZE AU SOLEIL, INC.
- SECOND:** The Certificate of Incorporation of Seize au Soleil, Inc. was filed in the office of the Secretary of State, Tallahassee, Florida, on the 20th day of April, 1995.
- THIRD:** The dissolution of the Corporation was authorized on March 16, 1998 by the Unanimous Consent of Shareholders, in writing, in lieu of Special Meeting of the Shareholders of the Corporation, a copy of which written Unanimous Consent is attached hereto. The number of votes cast for dissolution was sufficient for approval.
- FOURTH:** The dissolution of the Corporation shall be effective immediately upon the filing of these Articles of Dissolution.

Signed, this 17th day of March, 1998.



Michel Quiniou
President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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3/16/98

UNANIMOUS CONSENT OF SHAREHOLDERS
IN LIEU OF
SPECIAL MEETING OF THE SHAREHOLDERS
OF

SEIZE AU SOLEIL, INC.
(a Florida corporation)

The undersigned President of Agatha Diffusion, EURL as the sole shareholder of Seize au Soleil, Inc. does hereby consent to adopt and approve in writing the following corporate action, without a meeting:

RESOLVED, that the Corporation hereby adopts a Plan of Complete Liquidation pursuant to and in accordance with Section 331 of the Internal Revenue Code of 1954, as amended; and it was further

RESOLVED, that in accordance with such Plan of Complete Liquidation, the officers, directors, corporate counsel and accountants are hereby authorized and directed to see that the enumerated steps of the Plan are undertaken:

1. That the Corporation make payment to its creditors in satisfaction of all liabilities, if any;
2. That within thirty (30) days from the date hereof, counsel for the corporation shall file Form 966 or such other form as may be required with the District Director of Internal Revenue in New York, together with a certified copy of this resolution;
3. That the Corporation make a distribution to its shareholders, in complete liquidation, of its remaining assets, such distribution to be made forthwith, at the earliest convenience of corporate counsel and accountants, in redemption and cancellation of all the outstanding capital stock of the Corporation;
4. That the proper authorization is hereby given to Buck, Sturmer & Co., accountants for the Corporation, to prepare, sign and forward to the Commissioner of Internal Revenue, after the final tax return has been filed for the Corporation, a request for prompt assessment of all federal taxes due from the Corporation;
5. That the officers and directors of the Corporation are empowered, authorized, and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the shareholders under the above plan, and it was further

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RESOLVED, to dissolve the Corporation, and that as it is to be hereby liquidated and dissolved, the officers and directors are authorized to execute all documents and to do all other things as may be required to dissolve the Corporation, including the preparation, execution and filing of Articles of Dissolution in the Department of State of the State of Florida.

This consent in lieu of a special meeting shall be effective immediately.

Dated: March 16, 1998

AGATHA DIFFUSION, EURL

BY: _____


Michel Quiniou
President

I certify that I have compared
this copy with its original and it is
a true and complete copy.

Signed: _____

Date: 4/6/98

For me: Elliott J. Burko, Attorney at Law

Address: 405 Park Avenue, NY NY 10022-4405

Admitted to Practice in State of FLA / NY