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April 27, 1999

VIA FedEx

Florida Department of State  
Division of Corporations  
Amendments Section  
409 East Gaines Street  
Tallahassee, FL 32399

FILED  
99 APR 28 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

400002855664--1  
-04/28/99-01118-017  
\*\*\*\*\*87.50 \*\*\*\*\*43.75

Re: **Quality Leather, Inc.**  
**Our File No. 200.000**

Dear Sir/Madam:

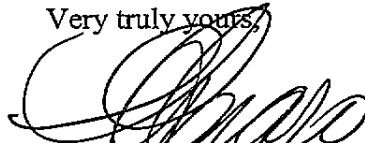
Enclosed herewith please find an original and one copy of the Articles of Dissolution of the above-referenced corporation, together with a copy of the Plan of Liquidation and Joint Written Consent of the Directors and Shareholder.

Kindly certify the enclosed copy of the Articles of Dissolution and return it to our office in the self-addressed stamped envelope enclosed for your convenience.

We enclose a check in the amount of \$87.50 representing \$35.00 filing fees and \$52.50 for one certified copy of the Articles of Dissolution.

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,

  
Mory Amaro, Paralegal

Enclosures

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**ARTICLES OF DISSOLUTION  
OF  
QUALITY LEATHER, INC.**

**FILED**  
99 APR 28 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the above-named Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

**ARTICLE ONE  
NAME**

The name of the Corporation is "QUALITY LEATHER, INC."

**ARTICLE TWO  
OFFICERS**

The name and address of its sole officer is:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Patricio Campiani	Sole Officer	141 Crandon Blvd., Apt. 332 Key Biscayne, FL 33149

**ARTICLE THREE  
DIRECTOR**

The name and address of its sole director is:

<u>Name</u>	<u>Address</u>
Patricio Campiani	141 Crandon Blvd., Apt. 332 Key Biscayne, FL 33149

**ARTICLE FOUR  
LIABILITIES**

All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.

**ARTICLE FIVE  
DISTRIBUTION OF ASSETS**

All remaining property and assets of the Corporation have been distributed among the shareholders in accordance with their respective rights and interests.

**ARTICLE SIX  
LEGAL ACTIONS**

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

**ARTICLE SEVEN  
ELECTION TO DISSOLVE**

A copy of the Corporate Consent of Shareholders to Dissolve, having been signed by all of the shareholders of the Corporation on the 8th day of February, 1999 is attached hereto.

**DATED** this 8th day of February, 1999.

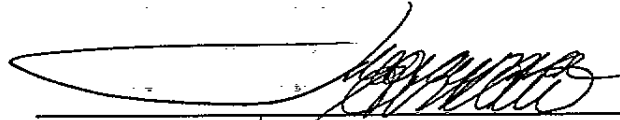
  
\_\_\_\_\_  
**Patricio Campiani, Sole Officer and Director**

STATE OF FLORIDA     )  
                                  )  
COUNTY OF DADE     )

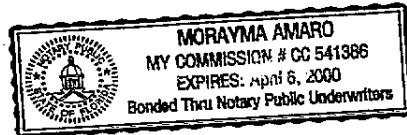
Before me, a Notary Public, personally appeared Patricio Campiani, Sole Officer and Director of **QUALITY LEATHER, INC.**, personally known to me to be the person described in and who executed the foregoing instrument in my presence and acknowledged before me that he executed same.

Witness my hand and official seal in the State and County last aforesaid this 8th day of February, 1999.

(Seal)

  
\_\_\_\_\_  
Morayma Amaro, NOTARY PUBLIC  
Commission expires (if applicable):  
Commission/Serial No. (if applicable):

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**JOINT WRITTEN CONSENT  
OF SOLE DIRECTOR AND SOLE SHAREHOLDER  
OF  
QUALITY LEATHER, INC.**

The undersigned, constituting the Sole Director and the Sole Shareholder of **QUALITY LEATHER, INC.**, a Florida corporation, (the "Corporation") does hereby consent, pursuant to the Florida General Corporation Act, to the adoption of the following preambles and resolutions in lieu of a special joint meeting of the Board of Directors and Shareholder of the Corporation:

**WHEREAS, BYARS OVERSEAS INC.**, a British Virgin Islands corporation, is the owner of 100 shares of the common stock of the Corporation, which constitute all of the issued and outstanding shares of the Corporation.

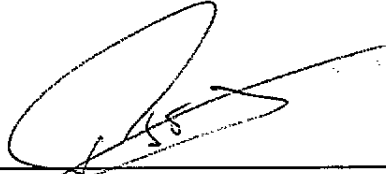
**WHEREAS**, the Corporation desires to adopt a Plan of Liquidation.

**NOW, THEREFORE, BE IT RESOLVED**, that the Plan of Liquidation of the Corporation in the form attached hereto, is hereby approved, ratified and adopted, thereby permitting the liquidation of the Corporation in accordance with §331 of the Internal Revenue Code, as amended (the "Code"), and the dissolution of the Corporation pursuant to Florida Statutes §607.1402; and

**RESOLVED**, that the sole officer of the Corporation be, and she is hereby authorized, empowered and directed in the name and on behalf of the Corporation, to take such additional action and to execute and deliver such additional agreements, documents and instruments as any of them may deem necessary or appropriate to implement the provisions of the foregoing resolutions, the

authority for the taking of such action and the execution and delivery of such agreements, documents and instruments to be conclusively evidenced thereby.

**IN WITNESS WHEREOF**, the undersigned have executed this Unanimous Joint Written Consent as of the 8th day of February, 1999.



\_\_\_\_\_  
**Patricio Campiani, Sole Officer and Director**

**BYARS OVERSEAS INC.,  
a British Virgin Islands corporation,  
Sole Shareholder**

By:   
\_\_\_\_\_  
**Standard Nominees Limited, Sole Director**

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