



THE UNITED STATES
CORPORATION
COMPANY

P96000033423

ACCOUNT NO. : 072100000032

REFERENCE : 853996 80945A

AUTHORIZATION : *Patricia Pizju*

COST LIMIT : \$ 35.00

ORDER DATE : June 12, 1998

ORDER TIME : 9:53 AM

ORDER NO. : 853996-005

CUSTOMER NO: 80945A

CUSTOMER: Douglas E. Thompson, Esq
Douglas E. Thompson, Esq
Suite 101
4524 Gun Club Road
West Palm Beach, FL 33415

400002558184--0

dis

DOMESTIC FILINGS

NAME: PR YACHTS, USA, INC.

FILED
98 JUN 12 PM 2:23
SECRETARY OF STATE
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: Andrew Cumper

EXAMINER'S INITIALS:

RECEIVED
98 JUN 12 AM 10:39
DIVISION OF CORPORATION
6/12/98

ARTICLES OF DISSOLUTION OF PR YACHTS, USA, INC.

[1]. The name of the corporation is **PR YACHTS, USA, INC.**

[2]. The name and address of the officer is:

Kevin Ralph 4524 Gun Club Road, Suite 101
President/Secretary West Palm Beach, FL. 33415
Treasurer

[3]. The names and addresses of the directors are:

John Staluppi 4524 Gun Club Road, Suite 101
West Palm Beach, FL. 33415

Kevin Ralph 4524 Gun Club Road, Suite 101
West Palm Beach, FL. 33415

[4]. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefor.

[5]. All the remaining property and assets of the corporation have been distributed to the shareholders in accordance with their rights and interests.

[6]. There are no actions pending against the corporation in any court.

[7]. An executed copy of the written consent to dissolve the corporation is attached. Such written consent has been signed by the shareholders of the corporation.

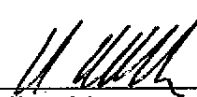
[8]. A copy of the resolution to dissolve the corporation is attached. That resolution

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

was adopted by the shareholder of the corporation the 8th day of June, 1998.

DATED this 8th day of June, 1998.


Kevin Ralph, Secretary

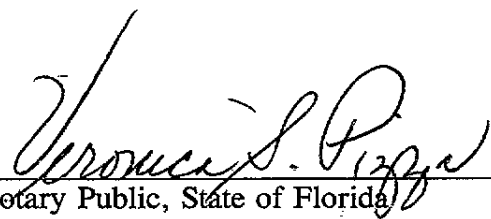

Kevin Ralph, President

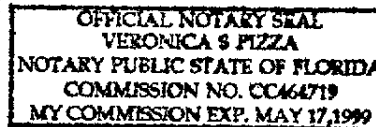
(Corporate seal)

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, personally appeared **Kevin Ralph**, who is President and Secretary of **PR YACHTS, USA, INC.**, and he acknowledged before me that he executed the foregoing Articles Of Dissolution.

SWORN AND SUBSCRIBED before me this 8 day of June 1998.


Notary Public, State of Florida
At Large.
my commission expires:



WRITTEN CONSENT OF STOCKHOLDER TO DISSOLVE CORPORATION

I, **Kevin Ralph**, a holder and owner of record of stock issued and outstanding of **PR YACHTS, USA, INC.**, a corporation duly organized under the laws of the State of Florida, entitled to vote on the dissolution of said corporation, do hereby consent that said corporation be dissolved forthwith, pursuant to § 607.254, Florida Statutes and I do hereby sign this instrument for the purpose of signifying such consent in writing, as required by said Section.

IN WITNESS WHEREOF, I have set hereunto my hand and seal and opposite thereto the number of shares of stock held by me this 8th day of June, 1998.

Number of shares held by me: 100

Kevin Ralph (SEAL)

STATE OF FLORIDA
COUNTY OF BROWARD

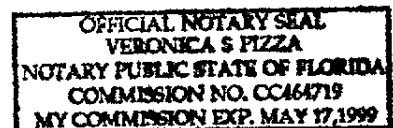
On this 8 day of June, 1998, before me personally came **Kevin Ralph**, to me known and known by me to be the person who executed the foregoing consent and he duly acknowledged to me that he executed the same for the purposes therein stated, and as his own free act and deed.

SWORN AND SUBSCRIBED before me this 8 day of June 1998.

Veronica S. Pizza
Notary Public, State of Florida

At Large

My commission expires:



ACKNOWLEDGEMENT OF PRESIDENT AND SECRETARY

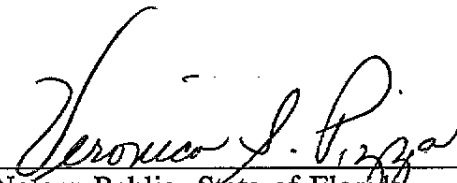
STATE OF FLORIDA
COUNTY OF BROWARD

Kevin Ralph, being duly sworn, deposes and says that he is the President and Secretary of **PR YACHTS, USA, INC.**, that the foregoing Certificate signed by him is true, that the annexed written Consent of the Stockholders of **PR YACHTS, USA, INC.**, a Florida corporation, consenting to the dissolution forthwith of said corporation was so executed by the persons executing same, on the 8th day of June, 1998, and the total number of shares issued and outstanding by said corporation is Two Hundred (200) shares at One Dollar (\$1.00) par value, and the number of consenting shares is the entire number of shares of said stock of said corporation issued and outstanding.

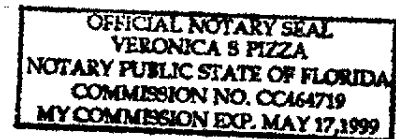


Kevin Ralph, President & Secretary

SWORN AND SUBSCRIBED before me this 8 day of June 1998.



Notary Public, State of Florida
At Large
My Commission Expires:



MINUTES OF SPECIAL MEETING OF DIRECTORS and SHAREHOLDERS

OF

PR YACHTS, USA, INC.

DATE: 8th June 1998

A special meeting of the Directors and Shareholders of the above corporation was held on the above date. Present at the meeting were all the Directors and Shareholders of said corporation. Kevin Ralph, as President of said corporation, acting as Chairman called the meeting to order, established that a quorum of the directors and shareholders were present and opened the meeting for business.

The following matters were brought on before the Directors and Shareholders for their consideration:

- (1). Dissolving the corporation.

After a vote of the Directors and Shareholders present was duly taken and recorded it was:

RESOLVED AS FOLLOWS:

- (1). A majority of the Directors and Shareholders voted to dissolve the corporation.

There being no further business before the meeting, upon motion duly made, seconded and carried, the meeting was adjourned.



Kevin Ralph, Secretary



Kevin Ralph President/Director/Chairman

(Corporate Seal)



WRITTEN CONSENT OF STOCKHOLDER TO DISSOLVE CORPORATION

I, **John Staluppi**, a holder and owner of record of stock issued and outstanding of **PR YACHTS, USA, INC.**, a corporation duly organized under the laws of the State of Florida, entitled to vote on the dissolution of said corporation, do hereby consent that said corporation be dissolved forthwith, pursuant to § 607.254, Florida Statutes and I do hereby sign this instrument for the purpose of signifying such consent in writing, as required by said Section.

IN WITNESS WHEREOF, I have set hereunto my hand and seal and opposite thereto the number of shares of stock held by me this 5th day of June, 1998.

Number of shares held by me: 100

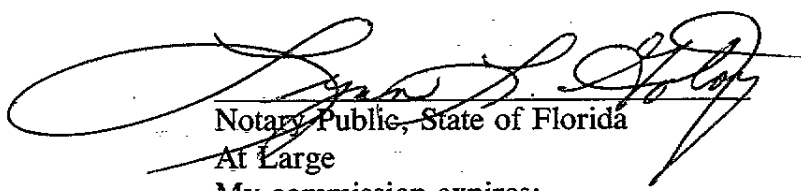

John Staluppi

(SEAL)

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this 5th day of June, 1998, before me personally came **John Staluppi**, to me known and known by me to be the person who executed the foregoing consent and he duly acknowledged to me that he executed the same for the purposes therein stated, and as his own free act and deed.

SWORN AND SUBSCRIBED before me this 5th day of June 1998.


Notary Public, State of Florida

At Large

My commission expires:

