

HURT
SYNESI
PAPADAKIS
Law Offices

P96000035992

TAMPA BAY
Suite 110
2110 Drew Street
Clearwater, Florida 34625
U.S.A.
Tel: (813) 462-5700
Fax: (813) 462-5514
E-Mail: hsp@gte.net

February 6, 1997

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

FILED
97 FEB 10 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Ms. Mortham:

Enclosed please find the Articles of Dissolution for VAN T. PHAM TILE, INC. along with the Written Consent of the Stockholders of VAN T. PHAM TILE, INC. in Lieu of a Special Meeting to Vote on Dissolution of the Corporation.

In addition, please find a check in the amount of \$35.00 for the filing fee for the Articles of Dissolution.

Should you require additional information, please feel free to contact me.

Sincerely,

Stella T. Galaris
Stella T. Galaris, Esq.

NOTED
2/13

600002083206--3
-02/11/97--01030--006
*****35.00 *****35.00

ROME
Via Francesco Carrara, 24
00196 Rome
Italy
Tel: (39)(6) 322-1485
(39)(6) 322-1487
Fax: (39)(6) 361-3266

MILAN
Corso Italia, 8
20122 Milan
Italy
Tel: (39)(2) 866-727
Fax: (39)(2) 866-771

ATHENS
5 Heraklitou Street
106 73 Kolonaki, Athens,
Greece
Tel: (30) (1) 364-2320/30
Fax: (30) (1) 364-2323

NEW YORK
405 Park Avenue
15th Floor
New York, NY 10022
Tel: (212) 583-1453
Fax: (212) 826-9307

SAN DIEGO
Suite 1400
600 West Broadway
San Diego, California
92101-3377
Tel: (619) 234-1798
Fax: (619) 234-8475

ATLANTA
1050 Crown Point Parkway
Suite 310
Atlanta, Georgia 30338
Tel: (770) 913-9999
Fax: (770) 671-8313

TAMPA BAY
Suite 110
2110 Drew Street
Clearwater, Florida 34625
U.S.A.
Tel: (813) 462-5700
Fax: (813) 462-5514

ARTICLES OF DISSOLUTION

VAN T. PHAM TILE, INC.

FILED
97 FEB 10 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation.

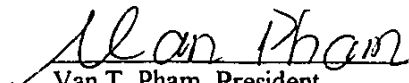
1. The name of the Corporation is VAN T. PHAM TILE, INC..
2. The date of the incorporation of VAN T. PHAM TILE, INC. is April 22, 1996.
3. The names and addresses of the officers of the corporation are as follows:

PRESIDENT
Van T. Pham
9441 N. 56th Street
Pinellas Park, FL 34666
4. The names and addresses of the directors of the corporation are as follows:

Van T. Pham
9441 N. 56th Street
Pinellas Park, FL 34666
5. Adequate provision has been made for the payment of all of the debts, obligations, and liabilities of the corporation.
6. All the property and assets of the corporation remaining after the payment of all debts, obligations, and liabilities of the corporation have been distributed among its stockholders in accordance with their respective rights and interests.
7. There are no actions pending against the corporation in any court.

8. The corporation elected to dissolve by unanimous written consent of stockholders, and such written consent has been signed by all stockholders of the corporation. A copy of such written consent is attached to these articles.

VAN T. PHAM TILE, INC.

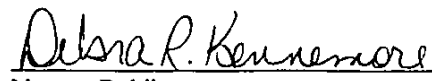

Van T. Pham, President

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned officer duly authorized to administer oaths and take acknowledgments, personally appeared VAN T. PHAM, who after being duly cautioned and sworn, did depose and say that she has affixed her name to the foregoing Articles of VAN T. PHAM, INC., the original subscriber to said corporation, for the purpose therein expressed.

WITNESS my hand and official seal at Clearwater, Pinellas County, Florida on this 5 day of February, 1997.




Notary Public

My commission expires:

**WRITTEN CONSENT OF THE STOCKHOLDERS OF
VAN T. PHAM TILE, INC.
IN LIEU OF A SPECIAL MEETING
TO VOTE ON DISSOLUTION OF THE CORPORATION**

The undersigned, being all the Stockholders of the above named corporation, based on the recommendation of the Board of Directors hereby take the following actions by written consent in lieu of a Special Meeting of the Stockholders:

RESOLVED, that the corporation be liquidated in accordance with the provisions of Section 331 of the Internal Revenue Code of 1954, as amended, and further

RESOLVED, that in accordance with such plan of liquidation, the officers, directors, and the accountant for the corporation be and they hereby are authorized and directed to:

1. file form 966 within thirty (30) days after the date hereof with the District Director of Internal Revenue Service at Atlanta, Georgia, together with a copy of this consent,
2. transfer all of the assets of the corporation to the stockholders of the corporation,
3. distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation,
4. file a Certificate of Dissolution with the Secretary of State,
5. file all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and
6. provide for the payment of any indebtedness owned by the corporation to any creditors or lienors, and

FURTHER RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

DATED: 2/4/97

Shareholder:

Van Pham
VAN T. PHAM