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ROGER BESU, P.A. Attorneys at Law

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January 7, 2002

Secretary of State
Division of Corporations
Tallahassee FL 32304

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*****35.00 *****35.00

Re: U.S. PRIME QUALITY HOLDING, INC., and HAMMOCKS MANOR HOMES, INC.
and HAMMOCKS MANOR PARTNERS LTD

Dear Sirs:

Enclosed please find certificate of dissolution in reference to the above captioned entities
as well as our checks for the filing fee for each of them.

If you need any further documents or information please feel free to contact the
undersigned at your convenience.

Sincerely yours,


ROGER BESU

RB:vp

Enc

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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DOCUMENT NO. P96000061309

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DIVISION OF CORPORATION
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ARTICLES OF DISSOLUTION OF U.S. PRIME QUALITY HOLDINGS, INC.

1. The name of the corporation is U.S. PRIME QUALITY HOLDINGS, INC.

2. The names and respective addresses of its officers are:

JOSE D. FERNANDEZ

PRESIDENT/
SECRETARY

3. The name and respective address of its director is

JOSE D. FERNANDEZ

4. All debts obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.

5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective 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 is attached. Such written consent has been signed in their names by all the shareholders.

A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 30th day of June, 2001.

DATED this 30th day of June, 2001.

* 
JOSE D. FERNANDEZ, PRESIDENT/SECRETARY

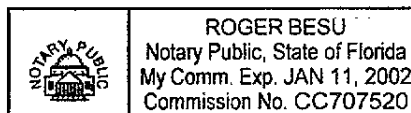
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME personally appeared JOSE D. FERNANDEZ President and Secretary of the corporation and acknowledged before me that he executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 30 day of June, 2001.


NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



MINUTES OF SPECIAL MEETING OF SHAREHOLDERS OF
U.S. PRIME QUALITY ~~HOMES~~ ^{Holdings}, INC.

The special meeting of the shareholders of Hammocks Manor Homes Inc. was held at the offices of the corporation on the 30th day of June, 2001

Present was ROGER BESU, ATTORNEY IN FACT FOR CENTURI INTERNATIONAL ENTERPRISES, LTD. constituting the sole shareholder of the corporation.

JOSE D. FERNANDEZ acted as Chairman and ROGER BESU acted as Secretary of the meeting.

The Chairman called the meeting to order and stated that a quorum of shareholders were present for the conduct of the business before the meeting and thereupon presented and read the Waiver of Notice which was ordered to be made a part of the minutes of this meeting.

The Chairman then said that the Board of Directors recommended dissolution of the corporation to the shareholders.

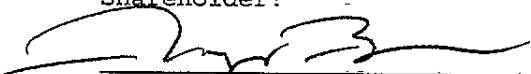
Upon motion duly made, seconded and carried by the required majority, it was

RESOLVED, as follows

1. That the corporation be dissolved.
2. That the President is hereby authorized and directed to execute Articles of Dissolution and to have them delivered to the Department of State for filing.
3. That the officer of the corporation is hereby authorized and directed to take such actions as are necessary to complete the dissolution of the corporation.

There being no further business, the meeting was adjourned.

Shareholder:



ROGER BESU, ATTORNEY IN FACT
FOR CENTURI INTERNATIONAL
ENTERPRISES, LTD.