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D&C  
ATTORNEYS AT LAW

DENT & COOK, P.A.

P. O. BOX 3269 • SARASOTA, FLORIDA 34230

JOHN C. DENT, JR.  
JOHN F. COOK  
ROBERT K. ROBINSON  
JOHN W. CHAPMAN, JR.

March 20, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32304

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-03/24/97-01120-017  
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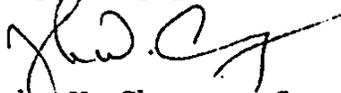
Re: **Etilab USA, INC.**  
Our File K21-4261

Dear Sir or Madam:

Enclosed please find original Articles of Dissolution for the above named corporation, together with the firm's check in the amount of \$35.00 to cover the filing fee.

Thank you for your attention to this matter.

Very truly yours,



John W. Chapman, Jr.

JWC/sm  
Enclosure

cc: Peter Kuschnitzky

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

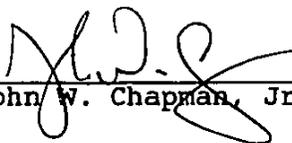
ARTICLES OF DISSOLUTION  
OF  
ETILAB USA, INC.

Pursuant to the provisions of Section 607.1403, Fla. Stat., the undersigned corporation, adopts the following articles of dissolution for the purposes of dissolving the corporation:

1. The name of the corporation is Etilab USA, Inc., a Florida corporation.
2. The dissolution was authorized on March 20, 1997, by unanimous written consent of the Incorporator, a copy of which is attached hereto as Exhibit "A".
3. There are no shareholders to this corporation as no stock has been issued.

Dated: March 20, 1997.

Etilab USA, Inc.

  
\_\_\_\_\_  
John W. Chapman, Jr., Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**UNANIMOUS WRITTEN CONSENT OF THE  
INCORPORATOR TO VOLUNTARY DISSOLUTION  
OF  
ETILAB USA, INC.,  
A FLORIDA CORPORATION**

Pursuant to F.S. 607.0704, I the undersigned, constituting the Incorporator of the above corporation, do hereby consent to the voluntary dissolution of such corporation.

**IN WITNESS WHEREOF**, the undersigned, constituting the Incorporator of the corporation, has executed this unanimous written consent.

Date: March 21, 1997

  
\_\_\_\_\_  
John W. Chapman, Jr.

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Exhibit "A"