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April 9, 1998

Florida Department of State
Sandra B. Mortham
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

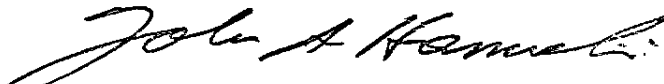
Dear Sirs:

Enclosed please find a check for the amount of \$43.75, which is for the articles of dissolution and a certificate status of Australian Center, Inc. Also, enclosed are the Articles of Dissolution for Australian Center, Inc.

Should you have any questions or need to contact me, I can be reached at the following number and address.

Thank you in advance for your assistance.

Sincerely,


John Hamati
561 689-5870
4420 Camrose Lane
West Palm Beach, FL 33417

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION

OF

AUSTRALIAN CENTER, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is
AUSTRALIAN CENTER INC., which was duly incorporated on August 22,
1996 by the State of Florida.

ARTICLE II.

The name, title and post office address of each of the
officers of the Corporation are as follows:

President: John Hamati, 2624 Australian Ave., West
Palm West Palm Beach, FL 33407

Vice-President: Micheline Yaacoub, 2624 Australian Ave.,
West Palm, FL 33407

ARTICLE III.

The name and post office of each of the directors of
the corporation are as follows:

John Hamati, 2624 Australian Ave., West Palm Beach, FL 33407

Micheline Yaacoub, 2624 Australian Ave., West Palm Beach, FL
33407

ARTICLE IV.

All debts, obligation and liabilities of the Corporation have been paid or discharged.

ARTICLE V.

There are no remaining assets or property of distribution to the shareholders.

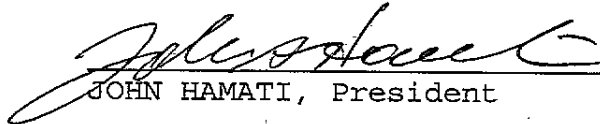
ARTICLE VI.

There are no actions pending against the Corporation.

ARTICLE VII.


The Corporation has elected to dissolve on the unanimous written consent of its shareholders and directors. A true copy of the consent is incorporated and attached hereto as Exhibit "A".

IN WITNESS WHEREOF the undersigned subscriber has
executed these Articles of Dissolution on this 28th day of
March, 1998, Satellite Beach, Brevard County, Florida,


JOHN HAMATI, President

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a
Notary Public duly authorized in the State and County named
above to take acknowledgments, personally appeared JOHN HAMATI to
me known to be the person who executed the foregoing Articles of
dissolution, and he acknowledged before me that he executed these
Articles of Dissolution of AUSTRALIAN CENTER, INC., on behalf of
the Corporation.



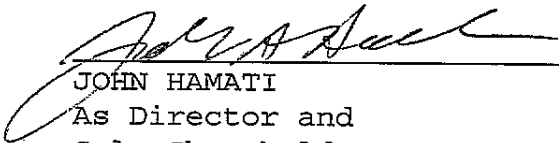
Notary Public



CONSENT TO DISSOLUTION OF AUSTRALIAN CENTER, INC.

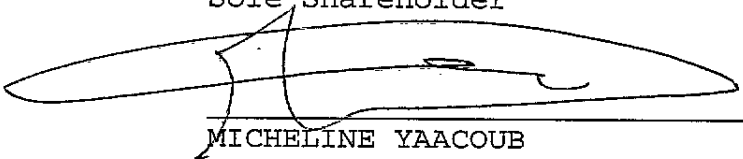
We, the undersigned, being all the shareholders and directors of AUSTRALIAN CENTER, INC., hereby consent to the dissolution of said Corporation

Dated: 3/28/98



JOHN HAMATI
As Director and
Sole Shareholder

Dated: 3/28/98



MICHELINE YAACOUB
As Director and
Sole Shareholder

MINUTES OF THE SPECIAL MEETING
OF THE DIRECTORS AND SHAREHOLDERS OF
AUSTRALIAN CENTER, INC.

A special meeting of the directors and shareholders of AUSTRALIAN CENTER, INC., a Florida corporation, was held at 2624 Australian Av., West Palm Beach, FL 33407 on March 24 _____, 1998 at 9:00 a.m. pursuant to a waiver of notice attached hereto.

The following directors were present:

JOHN HAMATI and MICHELINE YAACOUB
being all the directors of the Corporation.

The following shareholders were present, in person:

JOHN HAMATI and MICHELINE YAACOUB

JOHN HAMATI acts as Chairman and Secretary of the meeting. The Chairman declared that all directors and shareholders were present in person and that all had executed a waiver of notice of the meeting. The Chairman then announced the purpose of the meeting was to consider the dissolution of the Corporation and to adopt a plan of liquidation of the assets of the Corporation.

A discussion ensued, and the following resolutions were unanimously adopted by the Board of Directors and Shareholders of the Corporation:

A discussion ensued, and the following resolutions were unanimously adopted by the Board of Directors and Shareholders of the Corporation:

WHEREAS, the Shareholders and Directors of the Corporation have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

WHEREAS, the shareholders and directors must adopt and hereby adopt a plan of liquidation and dissolution of the Corporation;

RESOLVED, that the following plan of liquidation is adopted to assemble and marshall the assets of the Corporation, pay or make adequate provisions of the creditors and debtors of the corporation, and apportion the remaining assets among the shareholders according to their respective interests:

1. The Corporation shall be liquidated pursuant to Section 337 of the Internal Revenue Code and Sections 607.257 and 607.261 of the Florida Statutes.

2. The Corporation will distribute all its property and assets prior to one year from the date of adoption of this plan.

3. All the liabilities and obligations of the Corporation will be paid or discharged, or adequate provisions will be made thereof.

4. The officers of the Corporation are authorized to sell or otherwise liquidate all the properties and assets of the Corporation that they deem necessary or advantageous to facilitate the liquidation of the Corporation.

5. The officers of the Corporation are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including but not limited to:

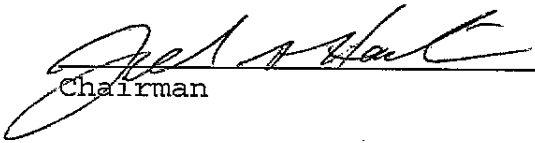
- a. executing any and all instruments of conveyance;
- b. paying all taxes and fees;
- c. executing all documents required by law to be filed; and
- d. doing all other things necessary or convenient to effect the dissolution of the Corporation.

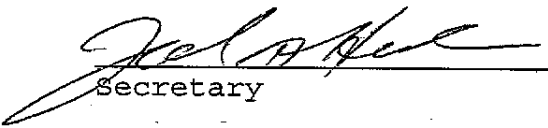
6. After the provision for, or the payment of, the known debts and liabilities of the Corporation, the officers and authorized and directed to distribute the remaining cash or other assets of the Corporation to the shareholders of records according to their stock in the Corporation.

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

Dated:

3/28/98


Chairman


Secretary

WAIVER OF NOTICE OF THE SPECIAL MEETING
OF THE DIRECTORS AND SHAREHOLDERS OF
AUSTRALIAN CENTER, INC.

We, the undersigned directors and shareholders, hereby agree and consent that the special meeting of the directors and shareholders of the Corporation be held on the date and at the time and place stated below for the purpose of considering the dissolution of the Corporation and we hereby waive all notice of the meeting and any adjournment thereof.

Date of meeting: March, *24* 1998

Time of meeting: 9:00 a.m.

Place of meeting: 2624 Australian Ave.
West Palm Beach, Florida 329407

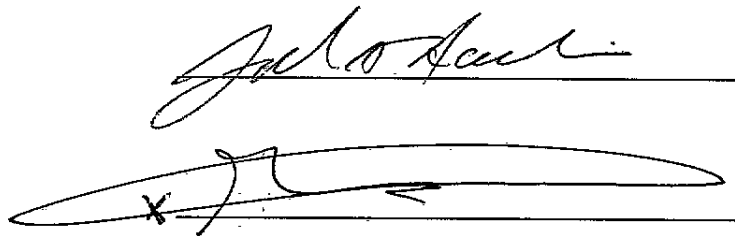
Dated:

3/28/98

[Signature]
[Signature]

RATIFICATION OF THE MINUTES OF THE SPECIAL MEETING
OF THE SHAREHOLDERS AND DIRECTORS OF
AUSTRALIAN CENTER, INC.

We, the undersigned shareholders and directors of AUSTRALIAN CENTER, INC., have read these minutes and hereby approve, ratify and confirm all business transacted as reported herein and in signification of our approval, ratification and confirmation, and of our consent to any and all acts done at the meeting, do hereby sign our names.



The block contains two handwritten signatures, each written over a horizontal line. The top signature is a cursive name that appears to be 'John A. ...'. The bottom signature is a stylized, elongated cursive mark, possibly a name or initials, also written over a horizontal line.