

P96000074546

BAUR, WOODBRIDGE, REUS & KLEIN, P.A.
ATTORNEYS AT LAW

THOMAS BAUR, J.D., M.C.L., J.C.B.,
ADMITTED IN FLORIDA AND IN THE
FEDERAL REPUBLIC OF GERMANY

KARIN L. MATOS, J.D.

CHRISTOPHER J. KLEIN, J.D.

ALEXANDER REUS, J.D. (GERMANY), J.D., LL.M.,
ADMITTED IN FL, NY, D.C.

CLAUDIO RIEDI, J.D.

FREDERICK WOODBRIDGE, JR., J.D.,
LIC. EN DERECHO (MADRID, SPAIN)

OF COUNSEL:

DAVID S. BERGER, J.D.

JEFFREY A. BERNSTEIN, J.D.

J. ALEXANDER BÜRGER, J.D. (GERMANY), LL.M.,
ADMITTED IN THE FEDERAL REPUBLIC OF
GERMANY ONLY

REBECCA M. MILLER, J.D.

MARGARITA P. MUIÑA, J.D., LL.M., C.P.A.

PROF. WILLIAM H. NEWTON, III, J.D.

DALE F. WEBNER, J.D.

MAIN OFFICE:

21ST FLOOR NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33132-2306
TELEPHONE: (305) 377-3561
FACSIMILE: (305) 371-4380
lawmiami@compuserve.com

NAPLES OFFICE (REPLY TO MIAMI OFFICE):

350 FIFTH AVENUE SOUTH, SUITE 200
NAPLES, FLORIDA 34102
TELEPHONE: (941) 434-0046

July 9, 1998

VIA REGULAR MAIL

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32315

Re.: White Orchid, Inc.
Our File No. 2276.015

500002586235--5
-07/13/98-01049-006
*****35.00 *****35.00

Dear Secretary of State:

Enclosed please find an original and one copy of the Articles of Dissolution of White Orchid, Inc., a Florida corporation together with the filing fee in the amount of \$35.00. Please file these Articles in your records and provide us with proof of the dissolution of this company.

Please contact the undersigned if you have any questions.

Sincerely yours,


Alexander Reus, Esq.

Enclosures:

- Articles of Dissolution
 - Filing fee
- AR/ng

FILED
98 JUL 13 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/15
PRG
7/17

ARTICLES OF DISSOLUTION
OF WHITE ORCHID, INC., A FLORIDA CORPORATION
PURSUANT TO SECTION 607.1403 OF THE FLORIDA STATUTES

To: Department of State
Tallahassee, Florida

Date Paid _____
Filing Fee: \$ 35.00

98 JUL 13 AM 8:32
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, the undersigned corporation ("Corporation") adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is WHITE ORCHID, INC., a Florida corporation. The Articles of Incorporation of the Corporation were filed on September 5, 1996 under the name of SADKO RUSSIAN TRADING, INC., which Articles of Incorporation were subsequently amended on January 2, 1998 to reflect the name change of the Corporation to WHITE ORCHID, INC.

2. The dissolution was authorized on June 30, 1998, pursuant to the attached written consent of all of the shareholders. The shareholders' approval to the dissolution of the Corporation was unanimous. Accordingly, the number cast for dissolution was sufficient for approval.

3. The names and addresses of the directors and officers of the Corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Irina Koch	D/P/S	c/o Baur, Woodbridge, Reus & Klein, P.A. 100 N. Biscayne Blvd., Suite 2100 Miami, FL 33132-2306
Wilfried Kügler	D/VP/T	c/o Baur, Woodbridge, Reus & Klein, P.A. 100 N. Biscayne Blvd., Suite 2100 Miami, FL 33132-2306

4. Adequate provision has been made for the payment of all the liabilities and obligations of the Corporation.

5. All the property and assets of the Corporation remaining after payment of all debts, obligations, and liabilities of the Corporation, will be distributed to its shareholders in accordance with their rights and interests.

6. There are no actions presently pending against the Corporation in any court or jurisdiction.

Dated: June 30, 1998

WHITE ORCHID, INC.

By: _____

Irina Koch, President

**UNANIMOUS WRITTEN CONSENT OF
ALL SHAREHOLDERS TO VOLUNTARY DISSOLUTION OF
WHITE ORCHID, INC., A FLORIDA CORPORATION**

Pursuant to the provisions of Section 607.1402(6) of the Florida Business Corporation Act, the undersigned, being all of the shareholders of White Orchid, Inc., a Florida corporation (the "Corporation"), acting in accordance with Section 607.0704 of said Act, do hereby consent to the voluntary dissolution of the Corporation and do authorize and direct the President of the Corporation to take all steps necessary or appropriate to carry out the intent of this resolution, including but not limited to the withdrawal from all jurisdictions, in which the Corporation is qualified to do business.

Executed by the undersigned as all of the shareholders of the Corporation, as of this 30th day of June, 1998.

By: _____

Wilfried Kügler
Shareholder

By: _____

Irina Koch
Shareholder

The undersigned, Secretary of the Corporation, hereby certifies that the foregoing Unanimous Written Consent has not been revoked, canceled, annulled or amended in any manner and is in full force and effect on the date hereof.

Irina Koch, Secretary

[Corporate Seal]