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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0380

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Account Name : GREENBERG TRAU... (ORLANDO)
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DIVISION OF CORPORATIONS

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DISSOLUTION

GLOBENET STOCK EXCHANGE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

Volum. Dissolved

DC

09/27/02

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SECRETARY OF CORPORATIONS
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ARTICLES OF DISSOLUTION
GLOBENET STOCK EXCHANGE, INC.
(a Florida corporation)

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: GLOBENET STOCK EXCHANGE, INC. (the "Corporation").

SECOND: The date dissolution was authorized by the board of directors and the sole shareholder of the Corporation: September 23, 2002.

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

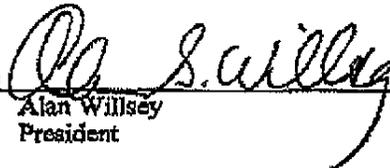
Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

GLOBENET STOCK EXCHANGE, INC.

Signature 
Alan Willsey
President

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**UNANIMOUS WRITTEN CONSENT
OF
THE DIRECTORS AND SOLE SHAREHOLDER
OF
GLOBENET STOCK EXCHANGE, INC.**

The undersigned, being all of the directors and the sole shareholder of GlobeNet Stock Exchange, Inc., a Florida corporation (the "Corporation"), hereby unanimously consent in writing, pursuant to Section 607.0821 and Section 607.0704, respectively, of the Florida Business Corporation Act (the "FBCA"), to the adoption of the following resolutions, which unanimous written consent may be executed in any number of counterparts:

Dissolution of Corporation

WHEREAS, the sole shareholder of the Corporation has entered into an agreement to sell substantially all of its assets to ARCA-GNC Acquisition, L.L.C. ("ARCA-GNC"), a wholly-owned subsidiary of Archipelago Holdings, L.L.C. ("Archipelago"), in exchange for ARCA-GNC's assumption of certain debt and other liabilities plus cash and equity in Archipelago having a combined estimated present valuation of approximately \$6,038,538 (collectively, the "Asset Sale"); and

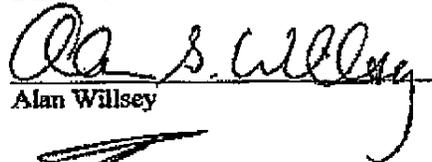
WHEREAS, in connection with the Asset Sale, the Board has determined that it is advisable and in the best interests of the Corporation that GlobeNet Stock Exchange, Inc., a Florida corporation and wholly-owned subsidiary of the Corporation, be dissolved as soon as possible.

NOW, THEREFORE, BE IT RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized, empowered and directed, in the name of and on behalf of the Corporation, to take any and all action that may be necessary or advisable in order to effect the dissolution of the Corporation prior to the Asset Sale, including causing the Articles of Dissolution to be filed with the Secretary of State of the State of Florida; and be it further

RESOLVED, that all actions heretofore taken by any officer or director of the Corporation in connection with the matters authorized in the foregoing resolutions be, and they hereby are, ratified and approved in all respects.

Dated as of: September 23, 2002

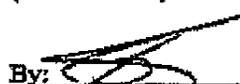
DIRECTORS:


Alan Willsey


Bob Semones

SOLE SHAREHOLDER:

GlobeNet Capital Corporation
(a Florida corporation)

By: 
Bob Semones
Chief Executive Officer

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