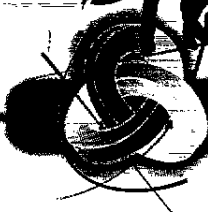


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Riverland

phone: 281/999-0727 fax: 281/281-0721 • 440 Denmar Drive Suite 1336 Houston, TX 77060

FILED
NOV 10 AM 10:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

October 30, 1997

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

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-11/10/97--01118--007
*****96.25 *****96.25

To Whom It May Concern:

Please find the information requested on the letter of instruction. Attached is our check No. 1238, for \$96.25, to cover the filing fee \$35.00, a certified copy of the dissolution \$52.50, and a certificate of status \$8.75.

Please send us the certified copy of the dissolution and the certificate of status, and send a copy to: Adolfo E. Iglesias, 12010 S.W. 97th St., Miami, FL 33186, since he is the registered agent of the corporation.

Please don't hesitate to call us should you need further assistance.

Best regards,

Eliot Roque
Vice/President

ER/ct

MS NOV 17 1997

Uoldis

ARTICLES OF DISSOLUTION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

WE, the Directors of RIVERLAND CONSULTING, INC., in
accordance with the requirements of the Corporation Law
of the State of FLORIDA and for purposes of obtaining the
dissolution of said Corporation, as provided by said Law,
DO HEREBY CERTIFY AS FOLLOWS:

FIRST: The name of the corporation is

RIVERLAND CONSULTING, INC.

SECOND: The articles of incorporation were filed on

November 27, 1996 in Tallahassee, Florida

THIRD: None of the corporation's shares have been issued.

FOURTH: No debt of the corporation remains unpaid.

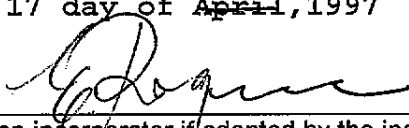
FIFTH: The assets of the corporation remaining after winding
up have been distributed to the shareholders, if share were
issued.

SIXTH: Adoption of dissolution

A majority of the incorporators authorized the dissolution.

Signed this 17 day of ^{OCTOBER} April, 1997

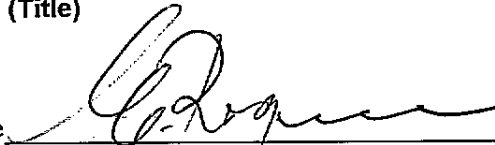
Signature


(By an incorporator if adopted by the incorporators or by
the president or other officer if adopted by the directors)

Alberto Lira
(Printed name)

Director - Incorporator
(Title)

Signature

A handwritten signature in black ink, appearing to read 'A. Lira', written over a horizontal line.

(By an incorporator if adopted by the incorporators or by
the president or other officer if adopted by the directors)

ELIO ROQUE
(Printed name)

Director - Incorporator
(Title)