

MAY-20-98 WE 11:43 AM

EDWARDS ANGELL

FAX NO. 561 655 7113

5/20/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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((H98000009460 0))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: EDWARDS & ANGELL

ACCT#: 075410001517

CONTACT: REBECCA F BLACK

PHONE: (561) 833-7700

FAX #: (561) 655-8719

NAME: ZYNTEX CORPORATION

AUDIT NUMBER.....H98000009460

DOC TYPE.....DISSOLUTION

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....1

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** ENTER 'M' FOR MENU. **

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98 MAY 20 AM 7:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dissolution

See 5/21



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 20, 1998

ZYNTEX CORPORATION
809 N. DIXIE HWY.
WEST PALM BCH, FL 33401US

SUBJECT: ZYNTEX CORPORATION
REF: P96000097654

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

FAX Aud. #: H98000009460
Letter Number: 498A00028234

Corrected

- Thanks,

RECEIVED
98 MAY 20 PM 12:15
DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

MAY-20-98 WED 09:02 AM EDWARDS ANGELL

FAX NO. 5616558719

P. 01

5/20/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

8:43 AM

((H98000009460 0))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EDWARDS & ANGELL

ACCT#: 075410001517

CONTACT: REBECCA F BLACK

PHONE: (561)833-7700

FAX #: (561)655-8719

NAME: ZYNTEX CORPORATION

AUDIT NUMBER.....H98000009460

DOC TYPE.....DISSOLUTION

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....1

DEL.METHOD.. FAX

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RECEIVED
98 MAY 20 AM 9:27
DIVISION OF CORPORATIONS

ARTICLES OF DISSOLUTION
OF
ZYNTEX CORPORATION

FILED
98 MAY 20 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

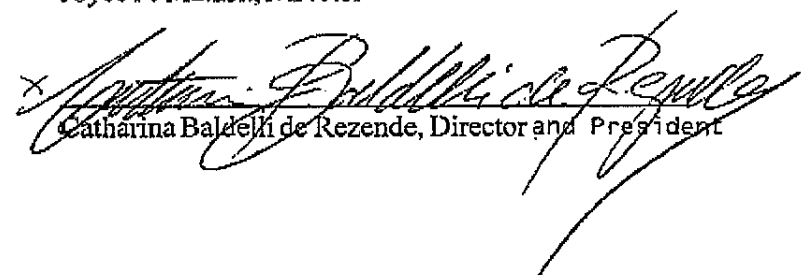
Pursuant to the provisions of Section 607.1403 of the Florida Statutes, the undersigned being the entirety of the Board of Directors for ZYNTEX CORPORATION, a Florida corporation (the "Corporation"), unanimously adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is ZYNTEX CORPORATION.
2. The dissolution of the Corporation was authorized on May 19, 1998 by the unanimous written consent of the Board of Directors, with all necessary approval by the Corporation's sole shareholder, Borealis International Holdings, S.A., pursuant to Sections 607.1402(6), 607.0704 and 607.0821 of the Florida Statutes.
3. Voting in favor of dissolution was unanimous by both Directors and shareholder of the Corporation.

Dated: May 20, 1998.



Joyce F. Maison, Director



Catharina Baldeli de Rezende, Director and President

Gregory E. Young
Florida Bar No. 876800
Edwards & Angell
250 Royal Palm Way
Palm Beach FL 33480
561-833-7700