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DISSOLUTION

RAVEN ASSOCIATES (USA) INC.

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**ARTICLES OF DISSOLUTION
OF
RAVEN ASSOCIATES (USA) INC.**

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the above-named Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

**ARTICLE ONE
NAME**

The name of the Corporation is " RAVEN ASSOCIATES (USA) INC."

**ARTICLE TWO
OFFICERS**

The names and addresses of its officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
KARL STEINBAUER	President and Secretary	1001 Brickell Bay Dr., #3112 Miami, Fkorida 33131

**ARTICLE THREE
DIRECTORS**

The names and addresses of directors are:

<u>Name</u>	<u>Address</u>
KARL STEINBAUER	1001 Brickell Bay Dr., #3112 Miami, Fkorida 33131

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**ARTICLE FOUR
LIABILITIES**

All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.

**ARTICLE FIVE
DISTRIBUTION OF ASSETS**

All remaining property and assets of the Corporation have been distributed among the shareholders in accordance with their respective rights and interests.

**ARTICLE SIX
LEGAL ACTIONS**

There are no actions pending against the Corporation in any court.

**ARTICLE SEVEN
ELECTION TO DISSOLVE**

A copy of the Corporate Consent of Shareholders to Dissolve, having been signed by all of the shareholders of the Corporation effective on the 20 day of April, 2005 is attached hereto.

DATED effective this 20 day of April, 2005.

**RAVEN ASSOCIATES (USA) INC., a Florida
corporation**

By:


KARL STEINBAUER, sole Director

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**JOINT WRITTEN CONSENT
OF SOLE DIRECTOR AND SOLE SHAREHOLDER
OF
RAVEN ASSOCIATES (USA) INC.**

The undersigned, constituting the sole Director and the sole Shareholder of RAVEN ASSOCIATES (USA) INC., a Florida corporation, (the "Corporation") do hereby consent, pursuant to the Florida General Corporation Act, to the adoption of the following preambles and resolutions in lieu of a special joint meeting of the Board of Directors and Shareholder of the Corporation:

WHEREAS, RAVEN ASSOCIATES INC., a British Virgin Islands company, is the owner of 100 shares of the common stock of the Corporation, which constitute all of the issued and outstanding shares of the Corporation.

WHEREAS, the Corporation desires to adopt a Plan of Liquidation.

NOW, THEREFORE, BE IT RESOLVED, that the Plan of Liquidation of the Corporation in the form attached hereto, is hereby approved, ratified and adopted, thereby permitting the liquidation of the Corporation in accordance with §331 of the Internal Revenue Code, as amended (the "Code"); and the dissolution of the Corporation pursuant to Florida Statutes §607.1402; and

RESOLVED, that the President and Secretary of the Corporation be, and they are hereby authorized, empowered and directed in the name and on behalf of the Corporation, to take such additional action and to execute and deliver such additional agreements, documents and instruments as they may deem necessary or appropriate to implement the provisions of the foregoing resolutions,

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the authority for the taking of such action and the execution and delivery of such agreements, documents and instruments to be conclusively evidenced thereby.

IN WITNESS WHEREOF, the undersigned have executed this unanimous Joint Written Consent effective as of the 20 day of April, 2005.

RAVEN ASSOCIATES (USA) INC., a Florida corporation

By:


KARL STEINBAUER, sole Director

RAVEN ASSOCIATES INC., a British Virgin Islands corporation, sole Shareholder

By:


KARL STEINBAUER, sole Director

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