

SHUTTS
&
BOWEN

LLP

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P97000054427

March 12, 2002

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700005173887-3
-03/28/02-01029-010
*****35.00 *****35.00

RE: Articles of Dissolution of Downunder Trading USA, Inc.

Dear Sirs:

Enclosed please find the Articles of Dissolution of Downunder Trading USA, Inc. and a check in the amount of \$35 payable to the Florida Secretary of State to cover the filing fee. Please send the acknowledgment letter regarding the filing of the aforesaid Articles of Dissolution to the following address:

Shutts & Bowen, LLP
Attn: Diego L. Restrepo, Esq.
201 S. Biscayne Blvd., Suite 1600
Miami, Florida 33131

Should you have any questions regarding this letter or its enclosure, please do not hesitate to contact the undersigned at (305) 415-9051.

Very truly yours,

Diego Restrepo
Diego L. Restrepo

Enclosure

cc: Mr. Jorge E. Uribe
Geoffrey Randall, Esq.

*Mr. Restrepo authorized
to correct name of
Corporation.*

MIADOCs 493665.2 D1R

*Dissolution
LJ 4-8-2002*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 MAR 28 AM 10:49

DOWNUNDER TRADING (U.S.A.), INC.

2002 MAR 28 AM 10:49

ARTICLES OF DISSOLUTION

Pursuant to Section 607.1403 of the Florida Business Corporation Act, this Florida profit corporation submits the following Articles of Dissolution:

1. The name of the corporation is Downunder Trading (U.S.A.), Inc. (the "Corporation").
2. The sole shareholder of the Corporation has authorized the dissolution of the Corporation pursuant to a Written Consent of the Sole Shareholder dated as of February 28th, 2002.
3. Such written consent is sufficient to authorize the dissolution of the Corporation under the Corporation's Articles of Incorporation and Bylaws, and the provisions of the Florida Business Corporation Act.
4. The Corporation shall be dissolved upon the filing of these Articles of Dissolution with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed as of this 28th day of February, 2002.

DOWNUNDER TRADING (U.S.A.), INC.

By: Jorge E. Uribe
Jorge E. Uribe, President