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LUND & O'FLAHERTY, P. A.

ATTORNEYS AND COUNSELLORS AT LAW

8TH FLOOR
TAMPA THEATRE BUILDING
707 FRANKLIN STREET MALL
TAMPA, FLORIDA 33602
U. S. A.

TELEPHONE
(813) 224-9988

FAX NUMBER
(813) 224-0121

February 3, 1999

VIA FEDERAL EXPRESS

Ms. Thelma Lewis
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

RE: TALMAK INTERNATIONAL CORPORATION

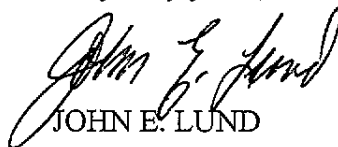
Dear Ms. Lewis:

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*****35.00 *****35.00

Pursuant to our telephone conversation this morning, enclosed is our law firm check in the amount of \$35.00 in connection with the Revocation of Dissolution filed on behalf of TALMAK INTERNATIONAL CORPORATION by three (3) of its Directors/Shareholders, to wit, Sergei Makarov, Andrey Makarov and Oleg Kozlov. Messrs. Sergei Makarov, Andrey Makarov and Oleg Kozlov also represent a majority of the shareholders of Talmak.

Thank you for your assistance in this matter. The Annual Corporation Report will follow once the corporation is reinstated.

Very truly yours,


JOHN E. LUND

JEL:jjd

Enclosures

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99 FEB - 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FEB 4 1999

LUND & O'FLAHERTY, P. A.

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707 FRANKLIN STREET MALL
TAMPA, FLORIDA 33602
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FAX NUMBER
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February 1, 1999

VIA EXPRESS MAIL

Ms. Katherine Harris, Secretary of State
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

RE: TALMAK INTERNATIONAL CORPORATION

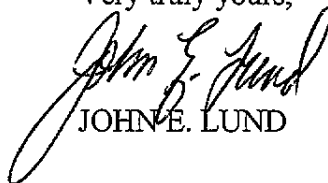
Dear Ms. Harris:

Please be advised that our law firm continues to be retained by Talmak International Corporation (hereinafter "Talmak"), and by three (3) of its four (4) directors, to wit, Sergei Makarov, Andrey Makarov and Oleg Kozlov. Messrs. Sergei Makarov, Andrey Makarov and Oleg Kozlov also represent a majority of the shareholders of Talmak. In connection with the desire of these three (3) Officers/Directors to revoke the Articles of Dissolution, enclosed is our law firm check in the amount of \$35.00, along with the following documents:

- Document entitled "Revocation of Articles of Dissolution" to which are attached:
 - Exhibit #1 — "Articles of Dissolution" dated January 1, 1999, but not filed until January 25, 1999
 - Exhibit #2 — "Minutes of Special Meeting of Directors of TALMAK INTERNATIONAL CORPORATION dated January 4, 1999
- Document entitled "Minutes of the Annual Meeting of Shareholders of TALMAK INTERNATIONAL CORPORATION dated January 4, 1999. These Minutes are provided for your information only.

Thank you for your assistance in this matter. The Annual Corporation Report will follow once the corporation is reinstated.

Very truly yours,



JOHNE. LUND

JEL:jjd

Enclosures

cc: Talmak International Corporation

Talmak International Corporation
9045 S. W. Highway 200
Ocala, FL 34481-7727

FILED
99 FEB -4 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REVOCATION OF ARTICLES OF DISSOLUTION

Talmak International Corporation, by and through a majority of its shareholders, a majority of its Directors, and by its President, hereby revokes the Articles of Dissolution dated January 1, 1999, and filed with the Secretary of State of January 25, 1999, and in support of such revocation would show the State of Florida as follows:

1. On January 25, 1999, a document entitled "Articles of Dissolution" for Talmak International Corporation was filed with the State of Florida, and purportedly signed by Mr. Sergei Talalenko as "Chairman of the Board-Treasurer." The document is dated January 1, 1999, although such document was not actually filed with the Secretary of State until January 25, 1999. A copy of the Articles of Dissolution is attached hereto and incorporated herein as Exhibit #1.

2. On January 4, 1999, a Special Meeting of the Board of Directors was held, and Mr. Sergei Talalenko was discharged as a Director and Officer of Talmak International Corporation. A copy of the Special Minutes of the Board of Directors meeting is attached hereto as Exhibit #2.

3. The Articles of Dissolution also states that the Dissolution was approved by the Shareholders, and that the number of votes cast for dissolution was sufficient for approval. The undersigned Shareholders and Directors represent a majority of the Shareholders of Talmak International Corporation, and a majority of the Directors, and none of them approved of either the execution or the filing of the Articles of Dissolution. Any Powers of Attorney which Mr. Sergei Talalenko held were terminated when he was discharged as a Director and Officer of Talmak International Corporation, and subsequently specifically terminated in writing by each of the undersigned Shareholders and Directors.

4. The undersigned Directors and Shareholders, which represent both a majority of the Board of Directors and a majority of the Shareholders, specifically revoke the Articles of Dissolution dated January 1, 1999, and filed with the Secretary of State on January 25, 1999, at 12:30 P.M., and request the Secretary of State to reinstate Talmak International Corporation in good standing with the State of Florida.

5. The undersigned Shareholders and Directors, by executing this Revocation of Articles of Dissolution hereby acknowledge, verify and attest that they do, in fact, represent a majority of the Board of Directors and a majority of the Shareholders of Talmak International Corporation, and hereby specifically revoke the Articles of Dissolution filed with the Secretary of State on January 25, 1999.

Date: 2/01/99

Sergei Makarov
SERGEI MAKAROV, President,
Director and Shareholder

Date: 2/01/99

Andrey Makarov
ANDREY MAKAROV, Vice President,
Director and Shareholder

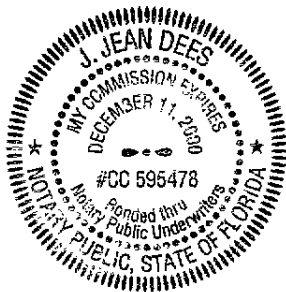
Date: 2/01/99

Oleg Kozlov
OLEG KOZLOV, Secretary,
Director and Shareholder

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Revocation of Articles of Dissolution was acknowledged before me, an officer duly authorized to administer oaths and take acknowledgments, by Sergei Makarov, Andrey Makarov and Oleg Kozlov, who are personally known to me, or who have produced Passports as identification, and they acknowledged before me that said instrument was executed for the purposes therein expressed.

WITNESS my hand and official seal at Tampa, County of Hillsborough, and State of Florida, this 2nd day of February, 1999.



J. Jean Dees
J. JEAN DEES
707 Franklin St. Mall, 8th Floor
Tampa, Florida 33602
Notary Public, State of Florida at Large

ARTICLES OF DISSOLUTION

FILED
99 JAN 25 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: The name of the corporation is: Talmax International
Corporation

SECOND: The date dissolution was authorized: January 1st of 1999

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)

Signed this 01 day of January, 19 99

Signature

Sergei Talenko

(By the Chairman or Vice Chairman of the Board, President, or other officer)

SERGEI TALENKO

(Typed or printed name)

Chairman of the Board - Treasurer


MINUTES OF SPECIAL MEETING OF DIRECTORS
OF TALMAK INTERNATIONAL CORPORATION

A special meeting of the Board of Directors of the Corporation was held at 8:00 p.m., on 01.04.99, at 9045 S.W. Hwy. 200, Ocala, FL. 34474.

At the meeting were present Board Directors: President Mr. Sergei Makarov, Vice President Mr. Andrey Makarov, and Secretary Mr. Oleg Kozlov.

Resolved that by the majority of votes Mr. Sergei Talalenko is hereby dismissed from the Board of Directors and as an officer and employee of Talmak International Corporation. Also the signature of Sergei Talalenko shall be removed from all signature cards on every bank account of Talmak International Corporation, and he has no longer the power to sign checks or any other documents related to the corporation.

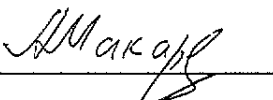
Director

Oleg Kozlov 

Director

Sergei Makarov 

Director

Andrey Makarov 

MINUTES OF THE ANNUAL MEETING OF SHAREHOLDERS
OF
TALMAK INTERNATIONAL CORPORATION

The annual meeting of the shareholders of the Corporation was held at 9045 S. W. Highway 200, Marion County, Ocala, Florida, on January 4, 1999, at 8:00 P.M.

The meeting was called to order by the President of the Corporation.

The President then reported that the meeting had been called pursuant to a notice of meeting and/or waiver of notice thereof in accordance with the bylaws. It was ordered that a copy of the notice and/or waiver of notice be appended to the Minutes of the meeting.

The President then read the roll of shareholders from the stock transfer ledger. The following shareholders were present in person or by proxy:

STOCKHOLDER	SHARES	IN PERSON/ BY PROXY	PERCENT OWNERSHIP
Sergei Makarov	500	In Person	25%
Andrey Makarov	500	In Person	25%
Oleg Kozlov	500	In Person	25%

The Chairman stated that a majority of the total number of shares issued and outstanding was represented and that the meeting was complete and ready to transact any business before it.

The President then gave a general report of the business and finances of the corporation and the Secretary reported that there were no changes of shareholders since the last such report.

The Chairman then stated that the election of Directors of the Corporation was now in order. The following were nominated as Directors:

Sergei Makarov
Andrey Makarov
Oleg Kozlov

The Chairman appointed Andrey Makarov and Oleg Kozlov as Inspectors of Election and they subscribed and verified their oath of office. A ballot was taken, the vote was canvassed and the Inspectors of Election reported the following votes cast for Directors of the Corporation.

<u>NOMINEE</u>	<u>NUMBER OF VOTES</u>
Sergei Makarov	75% of Shares
Andrey Makarov	75% of Shares
Oleg Kozlov	75% of Shares

The Chairman declared the following nominees duly elected Directors of the Corporation to serve until the next annual meeting of shareholders or until their successors are elected and shall qualify:

Sergei Makarov
Andrey Makarov
Oleg Kozlov

The Chairman then stated that the election of officers of the Corporation was now in order. The following were nominated as officers:

Sergei Makarov	- President
Andrey Makarov	- Vice President
Oleg Kozlov	- Secretary/Treasurer

The Chairman appointed Andrey Makarov and Oleg Kozlov as Inspectors of Election and they subscribed and verified their oath of office. A ballot was taken, the vote was canvassed and the Inspectors of Election reported the following votes cast for officers:

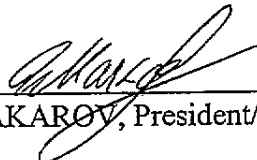
	<u>NOMINEE</u>	<u>NUMBER OF VOTES</u>
President	Sergei Makarov	75% of Shares
Vice President	Andrey Makarov	75% of Shares
Secretary	Oleg Kozlov	75% of Shares
Treasurer	Oleg Kozlov	75% of Shares

The Chairman declared the following nominees duly elected officers of the corporation to serve until the next annual meeting of shareholders or until their successors are elected and shall qualify:


President	Sergei Makarov
Vice President	Andrey Makarov
Secretary	Oleg Kozlov
Treasurer	Oleg Kozlov

There being no further business, the meeting was, on motion, adjourned.

Dated: January 4, 1999



SERGEI MAKAROV, President/Director &
Shareholder





OLEG KOZLOV, Secretary/Director &
Shareholder

INSPECTORS' REPORT:

We, the undersigned Inspectors of Election, having faithfully and impartially conducted the election of Directors and Officers, did receive the votes of the Shareholders as set forth in these Minutes.

Dated: January 4, 1999


Inspector of Election


Inspector of Election

RATIFICATION:

We, the undersigned Shareholders or assignees thereof, have read these Minutes and do hereby approve, ratify and confirm all business transacted as reported herein.

Dated: January 4, 1999


SERGEI MAKAROV, Shareholder


ANDREY MAKAROV, Shareholder


OLEG KOZLOV, Shareholder

WAIVER OF NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS

of

TALMAK INTERNATIONAL CORPORATION

We, the undersigned shareholders, hereby agree and consent that the annual meeting of shareholders of the corporation be held on the date and at the time and place stated below for the purpose of electing directors of the corporation and the transaction thereof of all such other business as may lawfully come before said meeting and hereby waive all notice of the meeting and any adjournment thereof.

Date of Meeting: January 4, 1999

Time of Meeting: 8:00 P. M.

Place of Meeting: 9045 S. W. Highway 200
Ocala, Florida 34474

Dated: January 4, 1999



SERGEI MAKAROV, Shareholder



ANDREY MAKAROV, Shareholder



OLEG KOZLOV, Shareholder