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Florida Department of State  
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DIVISION OF CORPORATIONS

DISSOLUTION

MAGENTA WORLDWIDE (USA), INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

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ARTICLES OF DISSOLUTION

OF

MAGENTA WORLDWIDE (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 MAGENTA WORLDWIDE (USA), INC.

ARTICLE TWO  
OFFICERS

The name and address of its officers is:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Michael W. Liddle	President	c/o 1001 Brickell Bay Drive, Suite 2908 Miami, Florida 33131
Heather E. Liddle	Secretary	c/o 1001 Brickell Bay Drive, Suite 2908 Miami, Florida 33131

ARTICLE THREE  
DIRECTOR

The name and address of its directors is:

<u>Name</u>	<u>Address</u>
Michael W. Liddle	c/o 1001 Brickell Bay Drive, Suite 2908 Miami, Florida 33131
Heather E. Liddle	c/o 1001 Brickell Bay Drive, Suite 2908 Miami, Florida 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.

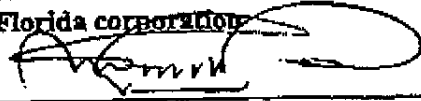
**ARTICLE SEVEN  
ELECTION TO DISSOLVE**

A copy of the Corporate Consent of Shareholders to Dissolve, having been signed by all of the shareholders of the Corporation effective as of the 27th day of September, 2002 is attached hereto.

**DATED** effective this 27th day of September, 2002.

**MAGENTA WORLDWIDE (USA), INC., a  
Florida corporation**

By:

  
**MICHAEL W. LIDDLE, President and Director**

By:

  
**HEATHER E. LIDDLE, Secretary and Director**

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**JOINT WRITTEN CONSENT  
OF BOARD OF DIRECTORS AND SOLE SHAREHOLDER  
OF  
MAGENTA WORLDWIDE (USA), INC.**

The undersigned, constituting all of the members of the Board of Directors and the Sole Shareholder of MAGENTA WORLDWIDE (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**, MAGENTA WORLDWIDE LTD., a British Virgin Islands corporation, is the owner of One Hundred (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 he is 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

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as he may deem necessary or appropriate to implement the provisions of the foregoing resolutions, 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 has executed this unanimous Joint Written Consent effective as of the 27th day of September, 2002.

MAGENTA WORLDWIDE (USA), INC., a Florida corporation

By:

Michael W. Liddle  
MICHAEL W. LIDDLE, Director

By:

Heather E. Liddle  
HEATHER E. LIDDLE, Director

Sole Stockholder:

MAGENTA WORLDWIDE LTD., a British Virgin Islands corporation

By:

Michael W. Liddle  
MICHAEL W. LIDDLE, Director

By:

Heather E. Liddle  
HEATHER E. LIDDLE, Director

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