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May 5, 1999

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Uhl Menu Engineering, Inc.
Our File No. 3061-001

Dear Sir or Madam:

Enclosed please find our duly executed Articles of Dissolution for the Florida corporation, Uhl Menu Engineering. Also enclosed please find a check in the amount of \$35.00 representing the filing fee for the dissolution of this corporation.

Please let us know if you have any questions or comments concerning the foregoing.

Very truly yours,

C. Riedi
Claudio Riedi

CR/ldp
Enclosures

FILED
99 MAY 17 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MAY 26 1999

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ARTICLES OF DISSOLUTION
OF UHL MENU ENGINEERING, INC.
PURSUANT TO SECTION 607.1403 OF THE FLORIDA STATUTES

To: Department of State
Tallahassee, Florida

Date Paid _____
Filing Fee: \$ 35.00

FILED
99 MAY 17 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, the undersigned corporation ("Corporation") adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the corporation is UHL MENU ENGINEERING, INC. The Articles of Incorporation of the Corporation were filed on February 9, 1998.

2. The dissolution was authorized on April 20, 1999, pursuant to the attached written consent of the sole shareholder. The shareholder's approval to the dissolution of the Corporation was unanimous. Accordingly, the number cast for dissolution was sufficient for approval.

3. The names and addresses of the director and of the officer of the corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Harald G. Uhl	Director	Gewerbegebiet Waldrandsiedlung 10 A-8665 Langenwang/Stmk. Austria
Harald G. Uhl	President	Gewerbegebiet Waldrandsiedlung 10
	Secretary	A-8665 Langenwang/Stmk.
	Treasurer	Austria

4. Adequate provision has been made for the payment of all of the liabilities and obligations of the Corporation.

5. All the property and assets of the Corporation remaining after the payment of all debts, obligations, and liabilities of the corporation, will be distributed to its shareholder in accordance with its rights and interests.

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

Dated April 20, 1999.

UHL MENU ENGINEERING, INC.:

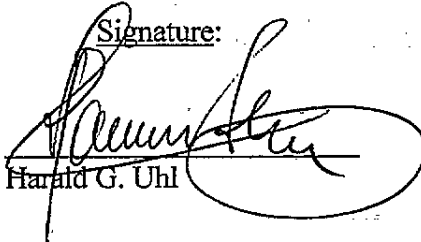
By: _____

Harald G. Uhl, President

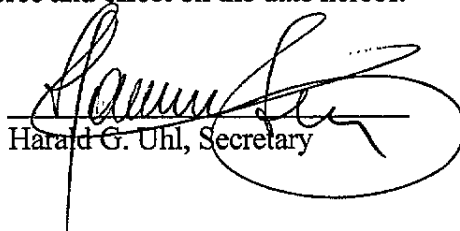
UNANIMOUS WRITTEN CONSENT OF
SHAREHOLDERS TO VOLUNTARY DISSOLUTION OF
UHL MENU ENGINEERING, INC., A FLORIDA CORPORATION

Pursuant to the provisions of Section 607.1402(6) of the Florida Business Corporation Act, the undersigned, being the sole shareholder of Uhl Menu Engineering, Inc., a Florida corporation (the "Corporation"), acting in accordance with Section 607.0704 of said Act, does hereby consent to the voluntary dissolution of the Corporation and does authorize and direct the President of the Corporation to take all steps necessary or appropriate to carry out the intent of this resolution, including but not limited to the withdrawal from all jurisdictions in which it is qualified to do business.

As evidence of assent to the above, the undersigned stockholder has caused its name to be signed and the signing to be dated opposite the number of shares of the corporation held by him of record on such date.

<u>Signature:</u>	<u>Date</u>	<u>No. of Shares</u>
 Harold G. Uhl	April 20, 1999	1,000

The undersigned, Secretary of the Corporation, hereby certifies that the foregoing Unanimous Written Consent has not been revoked, canceled, annulled or amended in any manner and is in full force and effect on the date hereof.

 Harold G. Uhl, Secretary	April 20, 1999
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