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(Requestor's Name)

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(City/State/Zip/Phone #)

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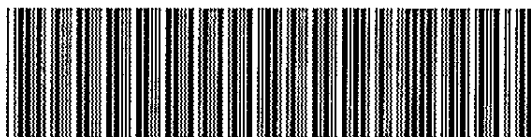
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/16/03
D:SS,
J

LAW OFFICES OF
DANIEL GREENBERG, LLC

ADMITTED IN CONNECTICUT
AND NEW YORK

35 CORPORATE DRIVE, SUITE 1155
TRUMBULL, CONNECTICUT 06611
PHONE (203) 459-8900
FAX (203) 452-7594

[HTTP://WWW.TURNAROUNDLAW.COM](http://www.turnaroundlaw.com)
EMAIL ASKUS@OFFSHORELAW.COM

CONFIDENTIAL

January 10, 2003

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

Subject: Dissolution of Medicare International Corporation

Dear Sir or Madam:

Enclosed please find the Articles of Dissolution for Medicare International Corporation, Document Number P98000043770. You will note that Mark A. Shapiro, an attorney with this firm, The Law Offices of Daniel Greenberg, LLC, has signed the Articles. The Articles were so signed, pursuant to a Power of Attorney (certified copy attached) granted to the firm by Medicare International Corp. Also, enclosed are certified copies of: Action of Shareholders (resolution to dissolve the corporation and appoint, to carry out the necessary filings) and a Resolution by the Board of Directors to dissolve the corporation.

For payment purposes, enclosed is a check in the amount of Fifty-Three Dollars and Seventy-Five Cents (\$53.75). The amount represents the filing fee for the Articles of Dissolution (\$35), the fee for certification of the dissolution (1 page - \$8.75), **and the fee for affixing the Apostille to the certified copy of dissolution (\$10).** We ask that once the dissolution has been processed and the document has been properly certified and Apostilled, the document together with any accompanying correspondence be forwarded to the following address:

Law Offices of Daniel Greenberg, LLC
35 Corporate Drive, Suite 1155
Trumbull, CT 06611

Thank you in advance for your assistance. Should you have any questions, please do not hesitate to contact us immediately.

Sincerely,



Mark A. Shapiro
Associate Attorney
For the Firm

POWER OF ATTORNEY

This POWER OF ATTORNEY is created the 20th day of October, 2002 by Medicare International Corporation, a Company incorporated under the laws of the State of Florida, having its legal address in Wilmington, Delaware, USA (hereinafter called the "Company").

WHEREAS the Company is desirous of appointing LAW OFFICES OF DANIEL GREENBERG, LLC (hereinafter referred to as the "Attorney"), to be its Limited Attorney-in-Fact for and in the name and on behalf of the Company to do and perform certain acts and deeds and things connected with the conduct of the business of the Company.

NOW THIS INDENTURE WITNESSETH AND DECLARETH that the Company hereby appoints the said LAW OFFICES OF DANIEL GREENBERG, LLC acting individually, under the authority of the Board of Directors to be the true and lawful Attorney of the Company in the name and on behalf of the Company to do the following acts, deeds and things, that is to say:

I.

To represent the Company in all matters which are at present pending or may hereafter arise before the courts, departments, offices and local, state, and federal authorities of whatever jurisdiction which may be competent and whether as officer of the Company, petitioner, plaintiff or defendant, presenting himself before the aforesaid courts and departments with writing, deeds, documents, witnesses and whatsoever else may be admitted by law, doing all things necessary including the signing and filing of such documents as may be needed.

II.

To attend, vote, or represent the Company at the direction of the Board of Directors, as their authority shall permit, and otherwise take part in all meetings held in connection with any company or corporation with which the Company is concerned or in relation to any of its investments and to sign proxies for the purposes of voting such proxies or for any other purpose connected therewith as freely as the Company itself could do.

III.

To appoint, delegate or assign its powers to local agents, and at its discretion remove any substitute or substitutes for or agents under him in connection with any or all of the purposes aforesaid upon such terms as the Attorney shall think fit.

And for effectually removing any doubts which may arise as to the true meaning of this Power of Attorney, or as to the construction or application of the powers hereby granted, the Company hereby declares that the powers herein granted shall not in any case be deemed to revoke any powers or authorities heretofore given by the Company to its Attorney, or be deemed to be limited to such transactions and matters as are herein expressly mentioned, but the same are intended to extend and shall in all cases extend to any other matters and

transactions not herein precisely mentioned and defined which in the course of the general business of the Company may by the Attorney be deemed to be requisite or expedient to be done or performed.

And the Company hereby undertakes to ratify everything, which its Attorney shall do or purport to do in virtue of this Power of Attorney.

IN WITNESS WHEREOF

MEDICARE INTERNATIONAL CORPORATION

has caused its Common Seal
to be hereunto affixed by

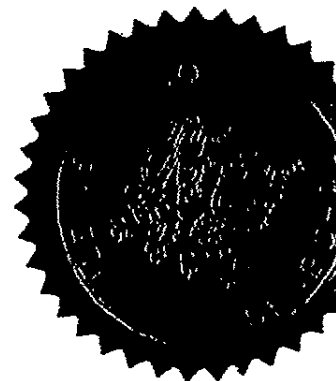
B. L. L.

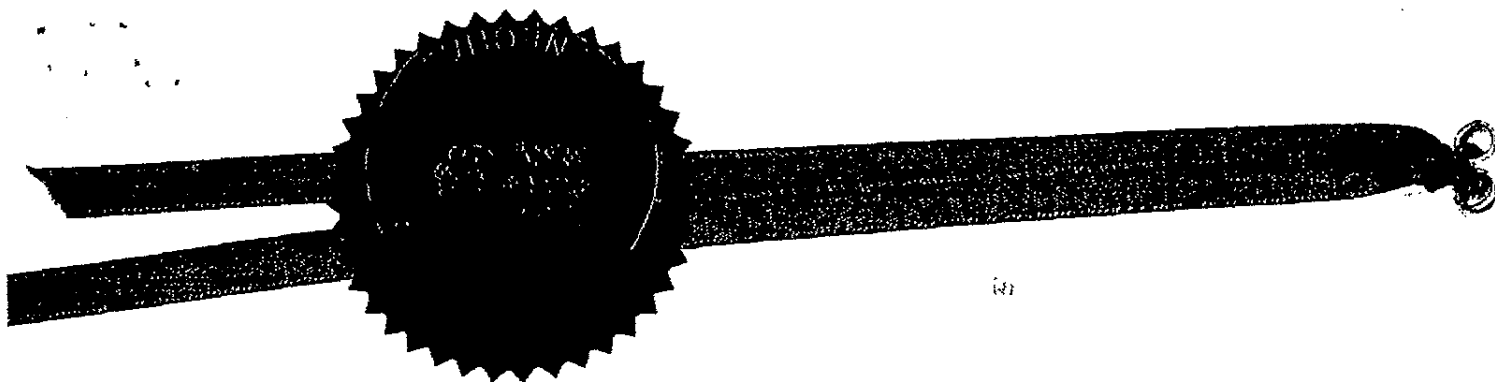
Director/Secretary

Company Seal Applied Here:

Signature(s) certified by

[Signature]
Lt Col RJ Guille MBE
Sceneschal of Sark





FORM D

APOSTILLE

(Hague Convention of 5 October 1961 / Convention de La Haye du 5 octobre 1961)

1. Country: Bailiwick of Guernsey
Pays: Baillage de Guernesey

This public document / Le présent acte public

2. has been signed by Lt. Col. R.J. Guille M.B.E.
a été signé par
3. acting in the capacity of Seneschal of Sark
agissant en qualité de
4. bears the seal / stamp of the said Seneschal of Sark
est revêtu du sceau / timbre de

Certified / Attesté

5. at Guernsey / à Guernesey 6. the / le 23rd October 2002
7. by His Excellency the Lieutenant-Governor of the Bailiwick of Guernsey / par son Excellence le
Lieutenant Gouverneur du Baillage de Guernesey


8. Number / sous

A 69772

9. Stamp:
timbre:

10. Signature:




for His Excellency the Lieutenant-Governor
pour son Excellence le Lieutenant Gouverneur

County/City of Fairfield/Trombull
State of Connecticut

I certify this to be a complete, exact and true
copy of the original document. Certified this

10th day of January, 2003

Notary Public

My commission expires 3/31/07



Marilyn Greenberg
Notary Public, State of Connecticut
My Commission Expires 3-31-07

ARTICLES OF DISSOLUTION

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Pursuant to section 607.1403, Florida Statutes, this Florida Corporation has adopted
the following articles of dissolution

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is: **MEDICARE INTERNATIONAL CORPORATION**

SECOND: The date dissolution was authorized: December 30, 2002.

THIRD: Adoption of resolution: Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval. (See attached Action of Shareholders and Resolution by the Board of Directors.)

By: Mark A. Shapiro

Mark A. Shapiro for

Law Offices of Daniel Greenberg, LLC, Attorney-In-Fact

35 Corporate Drive, Suite 1155

Trumbull, CT 06611

Tel 203-459-8900

Fax 203-452-7594

mshapiro@offshorelaw.com

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACTION OF THE SHAREHOLDERS
OF
MEDICARE INTERNATIONAL CORPORATION
WITHOUT A MEETING

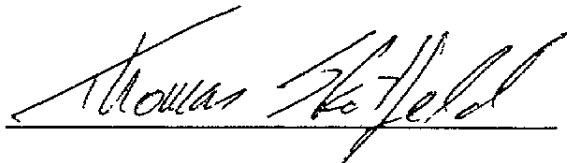
The undersigned, being all the Shareholders of **MEDICARE INTERNATIONAL CORPORATION**, do hereby take the following actions in writing and without a meeting effective the 20th day of December, 2002.

BE RESOLVED that, the company is to be liquidated and dissolved, effective January 1, 2003. The dissolution process is to be carried out by:
Law Offices of Daniel Greenberg, LLC
35 Corporate Drive, Suite 1155
Trumbull, CT 06611, USA

BE IT FURTHER RESOLVED, that all actions taken by the directors or officers of the corporation prior to this date with respect to the management and operation of the Corporation are hereby ratified and approved.

IN WITNESS WHEREOF, one hundred percent (100%) of the Shareholders have set their signatures to the above action to be effective on the date first set forth above.

SHAREHOLDERS:



County/City of Fairfield / Trumbull
State of Connecticut

I certify this to be a complete, exact and true
copy of the original document. Certified this
10th day of January, 2003

Notary Public
My commission expires 3/3/07

Marilyn Greenberg
Notary Public, State of Connecticut
My Commission Expires 3-31-07



**RESOLUTION OF DISSOLUTION
OF
MEDICARE INTERNATIONAL CORPORATION**

THE UNDERSIGNED, being all the Directors of **MEDICARE INTERNATIONAL CORPORATION**, a Florida corporation (the "Corporation"), acting pursuant to Section 607.1403 of the Florida Statutes, do hereby consent to the adoption of the following Plan of Liquidation and Dissolution:

WHEREAS, the Shareholders of the Corporation voted to dissolve the Corporation and the requisite majority of shareholders did approve the dissolution;

WHEREAS, in the judgment of the Officers and Directors of the Corporation, the Corporation should be liquidated and dissolved, effective January 1, 2003.

NOW THEREFORE, BE IT RESOLVED, that the proper officers be and they hereby are directed and authorized to file with the Division of Corporations of the State of Florida Articles of Dissolution signed by the Directors of the Corporation;

RESOLVED, that after providing for all the appropriate debts of the Corporation, the remaining assets of the Corporation of whatsoever kind and wherever situated be distributed to the Shareholders of the Corporation in complete cancellation and redemption of all of the issued and outstanding stock of the Corporation;

RESOLVED, that the proper officers of the Corporation be and they hereby are directed and authorized to withdraw the Corporation's qualifications to do business in any other state in which it is qualified to do business;

BE IT FURTHER RESOLVED, that the proper officers of the Corporation be and they hereby are authorized and directed to pay all such fees and taxes and due or cause to be done such action things as they may deem necessary or proper in order to carry out this Plan of Liquidation and Dissolution of the Corporation and to fully effectuate the purposes hereof.

IN WITNESS WHEREOF, I have set my hand and seal of this corporation this 30th day of December, 2002.

B. Lanyon
Name: Belinda Lanyon
Director

Title (Director/Secretary)

County/City of Fairfield / Trumbull
State of Connecticut

I certify this to be a complete, exact and true
copy of the original document. Certified this
10th day of January, 2003

Notary Public
My commission expires 3/31/07

Marilyn Greenberg
Notary Public, State of Connecticut
My Commission Expires 3-31-07

Marilyn Greenberg