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DISSOLUTION

MEDCANICA, INC.

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Edwards & Angell

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Message : *Articles of Dissolution for Medcanica, Inc.*

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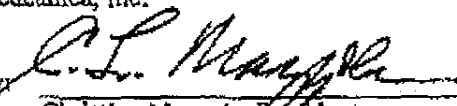
**ARTICLES OF DISSOLUTION
OF
MEDCANICA, INC**

Pursuant to the provisions of §607.1402 of the Florida Statutes, the undersigned Medcanica, Inc., a Florida corporation (the "Company"), adopts the following Articles of Dissolution for the purpose of dissolving the Company:

1. The name of the Company is Medcanica, Inc.;
2. The Company's dissolution was authorized by the board of directors of the Company and approved on July 25, 2003 by a vote of all of the shareholders in favor of the dissolution of the Company, which vote is sufficient to dissolve the Company;
3. In exchange for cancellation of all of the Company's indebtedness to J. William Box ("Box"), the Company transferred all of its assets to Box;
4. All debts, obligations and liabilities of the Company have been paid or discharged;
5. After the transfer of all of the Company's assets to Box, the Company has no remaining property and assets to be distributed among its shareholders;
6. There are no suits pending against the Company; and
7. The Company's dissolution shall be effective upon the filing of these Articles of Dissolution with the Florida Department of State.

In Witness Whereof, the undersigned, being the President, is hereby authorized to execute these Articles of Dissolution this 12 day of December 2003.

Medcanica, Inc.

By: 

Christian Mazzola, President

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