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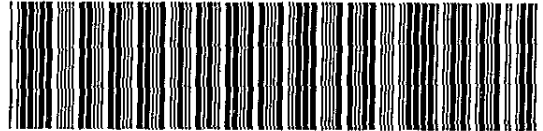
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Art Dias
Ca 11/17/03

KENT HUFFMAN
ATTORNEY AT LAW
350 ROYAL PALM WAY SUITE 409
PALM BEACH, FLORIDA 33480

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Fax: (561) 835-0855
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DATE: 11/5/03

TO: Secretary of State

FROM: Kent Huffman, Esq.

RE: GB/AG UNITED STATES, CORP.

REMARKS: Accompanying this letter you will find Articles of Dissolution for the referenced entity, and a check in the amount of \$35.00 to cover your fee for filing this document. Thank you.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION OF
GB/AG UNITED STATES, CORP.**

Pursuant to the provisions of Section 607.257 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

ARTICLE I

The name of this corporation is: GB/AG UNITED STATES, CORP.

ARTICLE II

The names and address of the Officers are:

NAME	OFFICE	ADDRESS
Kent Huffman	President	350 Royal Palm Way Suite 409 Palm Beach, FL 33480
Horst-Ewald Pferdekämper	Secretary	P.O. Box 885 Loxahatchee, FL 33470

ARTICLE III

The names and addresses of the Directors are:

NAME	ADDRESS
Klaus Peter Sauer	c/o Huffman 350 Royal Palm Way Suite 409 Palm Beach, FL 33480
Horst-Ewald Pferdekämper	P.O. Box 885 Loxahatchee, FL 33470

ARTICLE IV

All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefor.

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TALLAHASSEE, FLORIDA

ARTICLE V

All remaining property and assets of the corporation have been distributed among the shareholders in accordance with their respective rights and interests.

ARTICLE VI

There are no actions pending against the corporation in any court.

ARTICLE VII

A Statement of Intent to Dissolve GB/AG UNITED STATES, CORP., is being filed with the Secretary of State of Florida of even date herewith, a copy of which is attached hereto as EXHIBIT "A" and made a part hereof by specific reference.

DATED this 28th day of October, 2003, at Palm Beach, Florida.

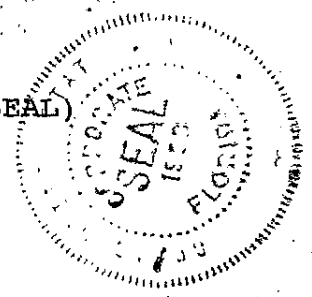
GB/AG UNITED STATES, CORP.

By: 
Kent Huffman, President

ATTEST:


Horst-Ewald Pferdekämper, Secretary

(CORPORATE SEAL)

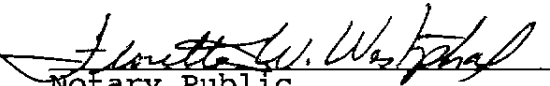



STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Kent Huffman, known to me and known by me to be the President and Horst-Ewald Pferdekämper, known to me to be the Secretary of GB/AG UNITED STATES, CORP., the corporation named in the foregoing instrument and they acknowledged before me that they executed the foregoing Articles of Dissolution and did freely and voluntarily subscribe the same as the act and deed of said corporation and for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 28th day of October, 2003.


Notary Public
State of Florida at Large

 Floretta W. Westphal
Commission #DD198925
Expires: May 16, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

**STATEMENT OF INTENT TO DISSOLVE
GB/AG UNITED STATES, CORP.,
BY ACT OF THE CORPORATION**

Pursuant to the provisions of Section 607.257 of the Florida General Corporation Act, the undersigned corporation submits the following statement of intent to dissolve the corporation by act of the corporation.

1. The name of the Corporation is: GB/AG UNITED STATES, CORP.
2. The following Resolutions to dissolve the corporation were adopted by the Directors and Shareholders on the 28th day of October, 2003:

DIRECTOR'S RESOLUTION FOR DISSOLUTION OF THE CORPORATION

"BE IT RESOLVED that it is in the best interest of this Corporation that the Corporation be dissolved immediately in accordance with Section 607.257 of the Florida Statutes, and that a Special Meeting of the Shareholders of the Corporation shall be called on the 28th day of October, 2003 to be held at 350 Royal Palm Way, Suite 409, Town of Palm Beach, Florida, for the purpose of voting on the Resolution to dissolve the Corporation, and that the purpose of the meeting will be to vote upon the resolution of the Board of Directors recommending dissolution and that in the event the shareholders favorably vote upon the Resolution for Dissolution, then the President and Secretary of the corporation shall prepare and execute Articles of Dissolution and comply with such other procedures of the Florida Statutes as are required for dissolution."

ADOPTED by the Board of Directors this 28th day of October, 2003.

/s/ Klaus Peter Sauer, Director

/s/ Horst-Ewald Pferdekämper,
Director

SHAREHOLDERS' RESOLUTION FOR DISSOLUTION
OF THE CORPORATION

"BE IT RESOLVED that the Shareholders believe that it is in the best interest of the Corporation to dissolve immediately in accordance with Section 607.257 of the Florida Statutes, and hereby approve the Board of Directors Resolution for dissolution and vote for dissolution of this corporation."

/s/ Shareholder:
Klaus Peter Sauer,

/s/ Shareholder:
Tillmarc, Inc., by Horst-Ewald
Pferdekämper, President


3. The number of shares of the corporation outstanding at the time of such adoption was 100; and the number of shares entitled to vote thereon was 100.

4. The number of shares voted for such resolution was 100; and the number of shares voted against such a resolution was 0.

Dated this 28th day of October, 2003.

GB/AG UNITED STATES, CORP.


Kent Hoffman, President,


Horst-Ewald Pferdekämper,
Secretary