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-07/23/99--01057--011

July 22, 1999

****780.00 *****43.75

Via Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
P.O. Box 6327
Tallahassee, FL 32314, USA

Re: Articles of Dissolution regarding
Hemispheric Holding Co. and Hemispheric Underwriting Managers, Inc.
And Articles of Organization regarding Hemispheric Holding Co., L.L.C.
and Hemispheric Underwriting Managers, L.L.C.

Dear Sir/Madam:

Enclosed please find an original and a copy of Articles of Dissolution for Hemispheric Holding Co. and Hemispheric Underwriting Managers, Inc. Upon filing of the Dissolutions, please provide our office with a Certificate of Status for each corporation.

In addition, we have also enclosed the original and a copy of Articles of Organization for Hemispheric Holding Co., L.L.C. and Hemispheric Underwriting Managers, L.L.C. along with the Designation of Registered Agent/Registered Office for each corporation. Upon filing of the Articles of Organization, please provide our office with a Certificate of Status for each limited liability corporation, as well as a Certified Copy of the Articles for each. We have enclosed herewith our firm's check in the amount of \$780.00, representing all of the filing fees for the same.

If you should have any questions, please do not hesitate to call.

Very truly yours,

Helenemarie Blake

HMB:kr

enclosures (as noted)

Diss 99
7-27-99
HMB

FILED
99 JUL 23 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
HEMISPHERIC HOLDING CO.

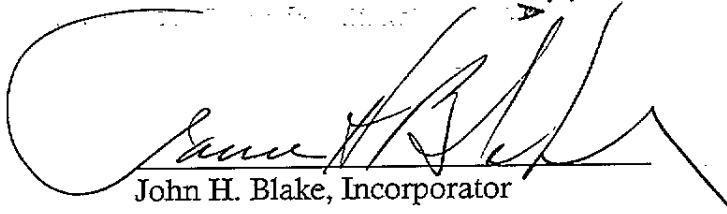
Pursuant to the provisions of Section 607.1403 of the Florida Statutes, these Articles of Dissolution provide that:

1. The name of the corporation is HEMISPHERIC HOLDING CO.
2. The Corporation's Articles of Incorporation were filed on June 25, 1999.
3. The Corporation has not issued any shares of its capital stock and has not

commenced business.

4. The Corporation has no debts that remain unpaid.
5. The dissolution has been authorized by the Corporation's sole incorporator.

Date: July 22, 1999.


John H. Blake, Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared, John H. Blake, known to me to be the person who executed the foregoing Articles of Dissolution and he acknowledged before me that he executed such instrument for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22 day of July, 1999.

My Commission Expires:


Notary Public, State of Florida at Large

