

# P 99000064018

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 APR 27 PM 2:45

RAHUL P. RANADIVE  
rahul.p.ranadive@bakernet.com  
(305) 789-8990

April 26, 2001

### VIA FEDERAL EXPRESS

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

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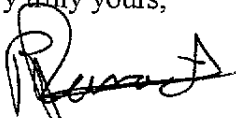
**Re: Articles of Dissolution – Balamos (USA), Inc.**

Dear Sir/Madam:

Accompanying this cover letter are the original and a copy of the Articles of Dissolution for Balamos (USA), Inc., and our check in the amount of \$43.75 for the relevant filing fees. Please return the certified copy of the Articles of Dissolution to this office.

Please do not hesitate to contact me if you have any questions or require additional information regarding this matter

Very truly yours,



Rahul P. Ranadive

Enclosures

cc: Richard J. Gaffey (w/encls.)  
Robert F. Hudson, Jr. (w/o encls.)

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V. SHEPARD MAY 8 2001

**ARTICLES OF DISSOLUTION  
OF  
BALAMOS (USA), INC.**

FILED  
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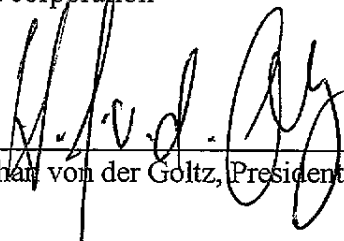
Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Business Corporation Act (the "Act"), BALAMOS (USA), INC., a Florida corporation (the "Corporation") hereby adopts the following Articles of Dissolution and certifies the following information for the purposes of dissolving the Corporation:

1. The name of the Corporation filing these Articles of Dissolution is BALAMOS (USA), INC.
2. The Corporation elected to dissolve by unanimous written consent of its sole Shareholder pursuant to Section 607.1402(6) and Section 607.0704 of the Act, the votes cast for dissolution being sufficient for approval, as of April 25, 2001.

IN WITNESS WHEREOF, the undersigned President of BALAMOS (USA), INC. has executed these Articles of Dissolution on behalf of the Corporation as of April 25, 2001.

BALAMOS (USA), INC.,  
a Florida corporation

By:

  
Johan von der Goltz, President

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION**

**OF**

**BALAMOS (USA), INC.**

1. Plan of Liquidation. This Plan of Complete Liquidation and Dissolution (the "Plan") is intended to accomplish the complete liquidation and dissolution of BALAMOS (USA), INC., a Florida corporation ("Corporation") through the distribution of all the Corporation's assets to its sole Shareholder in complete liquidation of the Corporation in accordance with the Florida Business Corporation Act (the "Act") and the Internal Revenue Code of 1986, as amended (the "Code"). Such liquidation and dissolution shall be accomplished in the manner stated in this Plan.

2. Approval. This Plan will be considered adopted by the Corporation when approved by the sole Shareholder of the Corporation.

3. Liquidation Period. The "Liquidation Period" shall mean the period in which the Corporation shall liquidate and distribute any and all of its assets of any kind whatsoever to its sole Shareholder in accordance with its respective rights and interest after provision for all outstanding liabilities. The period in which such assets shall be distributed, and the dissolution, shall be completed as soon as practicable, but in no event shall the Liquidation Period extend more than one (1) year after the effective date of the Articles of Dissolution filed with the Florida Secretary of State.

4. Abandonment. Upon approval of the Plan by the sole Shareholder of the Corporation, the Directors and Officers of the Corporation may not, without further action by the sole Shareholder, abandon this Plan.

5. Winding Up of Business. During the Liquidation Period, the Corporation shall continue its business only to the extent necessary to collect accounts receivable, maintain sufficient reserves to pay liabilities, and otherwise conduct business consistent with the objective of the Corporation to pay all outstanding liabilities and distribute all remaining assets to its sole Shareholder and wind up its affairs.

6. Final Distribution of Assets. Not later than the end of the Liquidation Period, all assets of the Corporation not previously distributed shall be distributed to the sole Shareholder of the Corporation. In no event shall any amount be retained by the Corporation beyond the end of the Liquidation Period to meet the claims of the sole Shareholder with respect to its stock.

7. Cancellation of Outstanding Shares. Each of the foregoing distributions in complete liquidation shall be solely in exchange for, in complete redemption and cancellation of, and in payment for, all of the outstanding shares of the Corporation. The sole Shareholder shall surrender his certificate(s) for such shares for recording the receipt of distributions prior to the final distribution, and shall surrender any remaining certificate(s) representing outstanding charges of the Corporation for cancellation upon receipt of the final distribution herein authorized.

8. Filing. Within 30 days from the date of the adoption of this Plan, the Officers of the Corporation shall file Form 966 with the appropriate offices of the Internal Revenue Service, together with a certified copy of this Plan and the corporate resolutions adopting this Plan.

Upon the final distribution of all the assets of the Corporation, the Officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and timely file a federal income tax return and a state income tax return on behalf of the Corporation, and such other forms as are appropriate.

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9. State Filing Requirements. The Officers of the Corporation shall cause to be filed with the Florida Secretary of State, Division of Corporations, the necessary documents pursuant to the appropriate provisions of Florida Statutes Section 607.1402 and Section 607.1403, as those statutes presently exists or as may be amended, to effect a complete statutory dissolution of the Corporation, and to do such other actions as are required, including filing all necessary documents.

10. Authorization of Necessary Acts. The Officers of the Corporation shall have the power to adopt all resolutions, execute all documents, and are authorized, empowered and directed to file all papers and take whatever action as they may deem necessary or desirable for the purpose of effecting the complete liquidation and dissolution of the Corporation, and for carrying out the other purposes and intentions of the Plan, so long as any such action shall not be inconsistent with the applicable provisions of the Act, the Code and the Treasury Regulations issued thereunder. The Officers shall be held harmless by the Corporation for any action under this Plan taken in good faith, and any expense or liability so incurred.

11. Intent. It is intended that this Plan shall be a plan of complete liquidation and dissolution within the terms of the applicable provisions of the Act and the Code. This Plan shall be deemed to authorize such action as, in the opinion of counsel, may be necessary to conform with the applicable provisions of the Act and the Code.