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MENDOZA AND CALLAS

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING A PROFESSIONAL ASSOCIATION

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FRANKLIN G. CALLAS  
MARIO G. DE MENDOZA, III, P.A.

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February 24, 2000

VIA FEDEX

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-02/25/00--01090--002  
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Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Achem Technologies  
Americas, Inc.  
Our File No. 4719.15

FILED  
00 FEB 25 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear sir or madam:

Enclosed herewith please find an original and a copy of the fully executed Articles of Dissolution and Statement of Intent to Dissolve the captioned entity, together with a check in the amount of \$43.75, representing the filing fee and the fee for a certified copy of the Articles and Statement of Intent.

Once the enclosed documents have been filed, please provide to me a certified copy thereof.

Thank you for your assistance.

Sincerely,

  
Mario G. de Mendoza, III

MGMIII:dw  
Enclosures

WLDIS  
REC  
3-9

MGMIII/dw  
4719.15  
2/23/00

**FILED**  
00 FEB 25 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION**  
**OF**  
**ACHEM TECHNOLOGIES AMERICAS, INC.**

Pursuant to the provisions of Section 607.1403 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: **ACHEM TECHNOLOGIES AMERICAS, INC.**

**ARTICLE II**

Dissolution of this corporation was authorized by the Shareholders on the 15<sup>th</sup> day of February, 2000.

**ARTICLE III**

The number of shareholders voting for such dissolution was 1, and the number of shareholders voting against such dissolution was 0; the number of shareholders voting for such dissolution being a sufficient number for approval. Evidence of such approval is reflected on the Statement of Intent to Dissolve, the same being attached hereto and made a part hereof by specific reference.

**ARTICLE IV**

The names and addresses of the Officers are:

<b><u>NAME</u></b>	<b><u>OFFICE</u></b>	<b><u>ADDRESS</u></b>
Mario G. de Mendoza, III	President Treasurer	251 Royal Palm Way Palm Beach, FL 33480
Debra Wilkinson	Secretary	251 Royal Palm Way Palm Beach, FL 33480

**ARTICLE V**

The names and addresses of the Directors are:

**NAME**

**ADDRESS**

Mario G. de Mendoza, III

251 Royal Palm Way  
Palm Beach, FL 33480

**ARTICLE VI**

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

**ARTICLE VII**

All remaining property and assets of the corporation have been directed to be sold, and have either been distributed or are to be distributed no later than December 31, 2000, among the shareholders in accordance with their respective rights and interests.

**ARTICLE VIII**

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

DATED this 24<sup>th</sup> day of February, 2000.

**ACHEM TECHNOLOGIES AMERICAS, INC.**

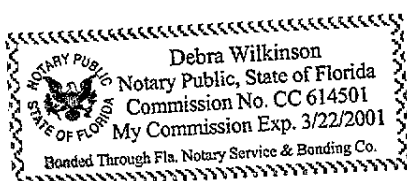
By: \_\_\_\_\_

Mario G. de Mendoza, III, President

STATE OF FLORIDA )  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me by **MARIO G. de MENDOZA, III**, as President of Achem Technologies Americas, Inc., a Florida corporation, who is personally known to me, on this 24<sup>th</sup> day of February, 2000.

(SEAL)



Debra Wilkinson, NOTARY PUBLIC  
My commission number: CC614501  
My commission expires: 03/22/01

**STATEMENT OF INTENT TO DISSOLVE**  
**ACHEM TECHNOLOGIES AMERICAS, INC.**  
**BY ACT OF THE CORPORATION**

Pursuant to the provisions of Section 607.1402 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:

**ACHEM TECHNOLOGIES AMERICAS, INC.**

2. The following Resolutions to dissolve the corporation were adopted by the Directors and Shareholders on the 15<sup>th</sup> day of February, 2000:

**DIRECTORS' RESOLUTION FOR DISSOLUTION OF THE CORPORATION**

"BE IT RESOLVED that it is in the best interest of this Corporation that the Corporation be dissolved in accordance with Section 607.1402 of the Florida Statutes, and that a Special Meeting of the Shareholders of the Corporation shall be called on the 15<sup>th</sup> day of February, 2000, to be held at 251 Royal Palm Way, 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 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 unanimously by the Directors this 15<sup>th</sup> day of February, 2000.

/s/ Mario G. de Mendoza, III

**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 the Corporation no later than December 31, 2000 in accordance with Section 607.1402 of the Florida Statutes, and hereby approve the Board of Directors' Resolution for dissolution and vote for dissolution of this Corporation."

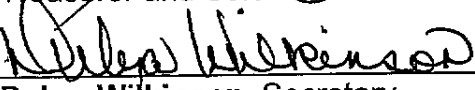
ADOPTED unanimously by the Shareholders this 15th day of February, 2000.


/s/ Mario G. de Mendoza III, as Trustee

3. The number of shares of the corporation outstanding at the time of such adoption was 500; and the number of shares entitled to vote thereon was 500.
4. The number of shares voted for such resolution was 500; and the number of shares voted against such resolution was 0.

Dated this 24<sup>th</sup> day of February, 2000.

  
\_\_\_\_\_  
Mario G. de Mendoza, III, President,  
Treasurer and Sole Director

  
\_\_\_\_\_  
Debra Wilkinson, Secretary

  
\_\_\_\_\_  
Mario G. de Mendoza, III, as  
Trustee, Sole Shareholder