

LAW OFFICES OF  
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V19802

June 19, 1997

Secretary of State  
Division of Corporation  
P. O. Box 6327  
Tallahassee, Florida 32314

000002220200--6  
-06/23/97--01132--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

000002220200--6  
-06/23/97--01132--005  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Re: Nissho Corporation  
Our File No. 97MC6544

Dear Sir/Madam:

Enclosed herewith please find the Articles of Dissolution for the proposed corporation and a photocopy of the Minutes approving said dissolution

Also enclosed, is our check in the sum of \$35.00 representing the filing fee and another check in the sum of \$52.50 for a certified copy of the Articles of Dissolution to our office.

Very truly yours,

  
JOSE A. NAVARRO, ESQ.

JAN/tdg  
Encs.

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CU  
V19302  
FD Dis  
BP of Corp  
+ Cert Copy  
6/23/97

ARTICLES OF DISSOLUTION BY CONSENT OF  
STOCKHOLDERS PURSUANT TO SECTION 607.1403 OF THE  
FLORIDA BUSINESS CORPORATION ACT OF  
NISSHO CORPORATION MIAMI REPRESENTATIVE OFFICE, INC.

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Nissho Corporation Miami Representative Office, Inc.

2. The name and respective address of the officers of the corporation is as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Minoru Sano	President	3-9-3 Honjo-Nishi, Kita-ku, Osaka, Japan
Luis Candelario	Secretary	6670 S.W. 139 Avenue Miami, Florida 33183
Kazuo Wakatsuki	Treasurer	3-9-3 Honjo-Nishi, Kita-ku, Osaka, Japan

3. The name and respective address of the director of the corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Minoru Sano	3-9-3 Honjo-Nishi, Kita-ku, Osaka, Japan
Luis Candelario	6670 S.W. 139 Avenue Miami, Florida 33183
Kazuo Wakatsuki	3-9-3 Honjo-Nishi, Kita-ku, Osaka, Japan

4. Adequate provision has been made for the payment of all of the debts, obligations, and liabilities of the corporation.


5. All the property and assets of the corporation remaining after the payment of all debts, obligations and liabilities of the corporation, have been distributed among its shareholders in accordance with their respective rights and interests.

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

7. Dissolution was authorized on April 30, 1997 by the unanimous written consent of shareholders, and such written consent has been signed by all shareholders of the corporation. A copy of said written consent set forth in the Minutes of Special Meeting of Shareholders and Directors dated April 30, 1997 is attached hereto to these Articles of Dissolution.

DATED: May 14, 1997.

NISSHO CORPORATION MIAMI  
REPRESENTATIVE OFFICE, INC.


BY:   
LUIS CANDELARIO  
Director and Secretary

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF DADE    )

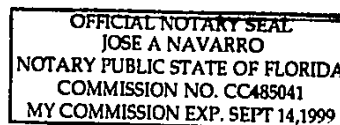
I HEREBY CERTIFY that on this 14 day of May, 1997, before me personally appeared Luis Candelario Director and Secretary of Nissho Corporation Miami Representative Office, Inc., a corporation under the laws of the State of Florida, to me known to be the person who signed the foregoing Articles of Dissolution by consent of Shareholders pursuant to Section 607.1402 of the Florida Business Corporation Act and said officer acknowledged the execution thereof to be his free act and deed as such officer for the uses and purposes therein mentioned, and that he affixed

thereto the official seal of said corporation, and that the said instrument is the act and deed of said corporation. Affiant is personally known to me.

WITNESS my signature and official seal at Miami, Dade County, Florida the day and year last aforesaid.

  
Print name: JOSE A. NAVARRO  
NOTARY PUBLIC, State of Florida

My Commission Expires:



MINUTES OF SPECIAL MEETING  
OF SHAREHOLDERS AND DIRECTORS OF  
NISSHO CORPORATION MIAMI REPRESENTATIVE OFFICE

THE SPECIAL MEETING of the Shareholders and Directors was held at Miami, Florida on April 30, 1997.

Minoru Sano, the President, called the meeting to order and acted also as Secretary, calling the roll and found that the following shareholders were present in person or by conference call:

Minuro Sano  
Luis Candelario  
Kazuo Wakatsuki

The Secretary then called the roll and found that the following Directors were present in person or by conference call:

Minoru Sano  
Luis Candelario  
Kazuo Wakatsuki

The Secretary announced that the Shareholders present, to wit: Minoru Sano, Luis Candelario, and Kazuo Wakatsuki were 100% owner of all the stock issued on the corporation, and that the Director present was the only Director constituting the Board of Directors of the corporation.

THEREUPON, the Chairman declared that the Meeting was duly constituted and in compliance with Florida Statutes.

A Written Waiver of Notice of the time and place of holding the meeting signed by the Shareholder and Director was then presented and read by the Secretary and it was ordered, filed, and spread at length upon the Minutes.

The Secretary then stated that the purpose of the Meeting was to propose the liquidation and dissolution of the corporation pursuant to the Internal Revenue Service Section 332 and Section 607.1402 of the Florida Business Corporation Act.

IT WAS THEREUPON RESOLVED that in the judgment of the Board of Directors of the Corporation it has been advisable and for the benefit of the corporation it should be liquidated and dissolved;

RESOLVED, that subject to the approval of the shareholders of the corporation and effective with the date of such approval, a Plan of Liquidation be and is hereby formulated to effect such liquidation and dissolution in accordance with the resolutions entered herein;

RESOLVED that the proper offices of the corporation be and they are authorized to sell otherwise liquidate any and all the properties of the corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the corporation;

RESOLVED that the proper offices of the corporation be and they are hereby authorized and directed to file Articles of Dissolution pursuant to Florida Business Corporation Law with the Secretary of State with the State of Florida;

RESOLVED that after providing for all proper debts of the corporation, the remaining assets of the corporation be distributed to the shareholders of the corporation;

RESOLVED that the actions provided for in the foregoing resolutions providing for the complete liquidation and the complete distribution of its assets be commenced as soon as practicable and that such assets be distributed and the dissolution be completed as soon as practicable but in no event later than April 30, 1997;

RESOLVED that in this special meeting of Shareholders and Directors, the above resolution was considered by the shareholders and it was further resolved as follows:

RESOLVED that the shareholders of the corporation hereby unanimously consent and approve the liquidation of the corporation all in accordance with the term of provision of the plan of liquidation adopted by the Board of Directors of the Corporation at this Special Meeting, in which the plan was presented by the Board and in all respects adopted and approved;


RESOLVED that the proper offices of the corporation are hereby authorized and directed to take such action that may deem necessary or desirable to consummate the liquidation and dissolution of the corporation;

RESOLVED that the proper offices be and are hereby authorized and directed to file Articles of Dissolution pursuant to Section 607.1402 and Section 607.1403 of the Florida Business Corporation

Act and to file the same with the Secretary of State of the State of Florida;

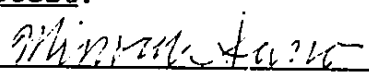
RESOLVED that the proper offices of the corporation be and they are hereby authorized and directed to do or caused to be done all such acts and things as they may deem necessary and proper in order to effect the liquidation and dissolution of the corporation in accordance with the plan of liquidation adopted by the Board of Directors of the corporation.

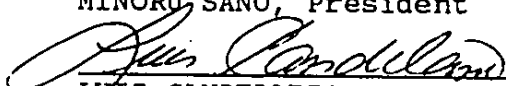
There being no further business to come before the Meeting, upon motion duly made, seconded, and unanimously carried, it was adjourned.

  
LUIS CANDELARIO  
SECRETARY OF THE MEETING

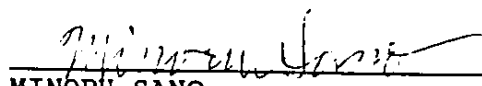
Dated: April 30, 1997.

Attest:

  
MINORU SANO, President

  
LUIS CANDELARIO, Secretary

Affirmed by Shareholders

  
MINORU SANO

  
LUIS CANDELARIO

  
KAZUO WAKATSUKI

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