

ACCOUNT NO. : 072100000032

REFERENCE: 245134

5164717

AUTHORIZATION :

COST LIMIT : \$ 43.75

ORDER DATE: December 7, 2001

ORDER TIME : 10:33 AM

ORDER NO. : 245134-005

CUSTOMER NO: 5164717

CUSTOMER: Ms. Lourdes Cambo

Steven L. Cantor, P.a. 1001 Brickell Bay Drive

Suite 2908

Miami, FL 33131

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DOMESTIC FILINGS

NAME: MADA CORPORATION

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_CERTIFIED COPY

_ PLAIN STAMPED COPY

___ CERTIFICATE OF GOOD STANDING

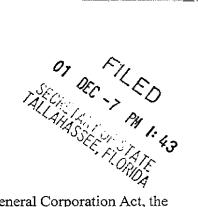
CONTACT PERSON: Janna Wilson - EXT# 1155

EXAMINER'S INITIALS:

ARTICLES OF DISSOLUTION

OF

MADA CORPORATION



Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the above-named Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

ARTICLE ONE NAME

The name of the Corporation is "MADA CORPORATION"

ARTICLE TWO OFFICERS

The name and address of its sole officer is:

<u>Name</u>	<u>Office</u>	Address
Antonello Isabella	President and Secretary	1001 Brickell Bay Drive Suite 2908 Miami, FL 33131

ARTICLE THREE DIRECTOR

The name and address of its sole director is:

Name Address

Antonello Isabella 1001 Brickell Bay Drive, Suite 2908
Miami, FL 33131

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ARTICLE FOUR LIABILITIES

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

ARTICLE FIVE DISTRIBUTION OF ASSETS

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

ARTICLE SIX LEGAL ACTIONS

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

ARTICLE SEVEN ELECTION TO DISSOLVE

A copy of the Corporate Consent of Shareholders to Dissolve, having been signed by all of the shareholders of the Corporation effective on the 30th day of November, 2001 is attached hereto.

DATED effective this 30th day of November, 2001.

MADA CORPORATION, a Florida

corporation

By:

ANTONELLO ISABELLA, President, Secretary

and Director

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JOINT WRITTEN CONSENT

OF SOLE DIRECTOR AND SOLE SHAREHOLDER

OF

MADA CORPORATION

The undersigned, constituting the sole Director and the Sole Shareholder of MADA CORPORATION, a Florida corporation, (the "Corporation") do hereby consent, pursuant to the Florida General Corporation Act, to the adoption of the following preambles and resolutions in lieu of a special joint meeting of the Board of Directors and Shareholder of the Corporation:

WHEREAS, CYGNUS INVESTMENT GROUP LTD., a British Virgin Islands corporation, is the owner of 1,000 shares of the common stock of the Corporation, which constitute all of the issued and outstanding shares of the Corporation.

WHEREAS, the Corporation desires to adopt a Plan of Liquidation.

NOW, THEREFORE, BE IT RESOLVED, that the Plan of Liquidation of the Corporation in the form attached hereto, is hereby approved, ratified and adopted, thereby permitting the liquidation of the Corporation in accordance with §331 of the Internal Revenue Code, as amended (the "Code"), and the dissolution of the Corporation pursuant to Florida Statutes §607.1402; and

RESOLVED, that the President and Secretary of the Corporation be, and he is hereby authorized, empowered and directed in the name and on behalf of the Corporation, to take such additional action and to execute and deliver such additional agreements, documents and instruments

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as he may deem necessary or appropriate to implement the provisions of the foregoing resolutions, the authority for the taking of such action and the execution and delivery of such agreements, documents and instruments to be conclusively evidenced thereby.

IN WITNESS WHEREOF, the undersigned has executed this unanimous Joint Written Consent effective as of the 30th day of November, 2001.

MADA CORPORATION, a Florida corporation

Ву:

ANTONELLO ISABELLA, President, Secretary and sole Director

Sole Stockholder:

CYGNUS INVESTMENT GROUP LTD., a British Virgin Islands corporation

By:

ANTONELLO ISABELLA, Director

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