



# V53044

FILED  
DEC -7 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 245134 5164717

AUTHORIZATION :

*Patricia Pignato*

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

*dis*  
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DOMESTIC FILINGS

NAME: MADA CORPORATION

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT# 1155

EXAMINER'S INITIALS:

RECEIVED  
01 DEC -7 AM 11:25  
DIVISION OF CORPORATE FILINGS  
TALLAHASSEE, FLORIDA

*DR*  
12/7/01

**ARTICLES OF DISSOLUTION  
OF  
MADA CORPORATION**

**FILED**  
**01 DEC -7 PM 1:43**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

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>	<u>Address</u>
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:

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

**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 30<sup>th</sup> day of November, 2001 is attached hereto.

**DATED** effective this 30<sup>th</sup> day of November, 2001.

**MADA CORPORATION, a Florida  
corporation**

By:

  
\_\_\_\_\_  
**ANTONELLO ISABELLA, President, Secretary  
and Director**

**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

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 30<sup>th</sup> day of November, 2001.

**MADA CORPORATION, a Florida  
corporation**

By:   
**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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