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Florida Department of State
Division of Corporations
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From: Account Name : Katz, Barron, Squitero & Faust, P.A.
Account Number : 072627002473
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DISSOLUTION

ALMELIN INC.

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FLORIDA DEPARTMENT OF STATE

Glenda H. Hood
Secretary of State

December 22, 2003

ALMELIN INC.
7300 BIRD ROAD
SUITE 200
MIAMI, FL 33155

SUBJECT: ALMELIN INC.
REF: V67725

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THE ARTICLES OF DISSOLUTION ARE MENTIONED IN THE DOCUMENT AS AN ATTACHMENT. PLEASE PROVIDE THE ATTACHMENT.

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Darlene Connell
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 24, 2003

AIMELIN INC.
7300 BIRD ROAD
SUITE 200
MIAMI, FL 33155

SUBJECT: AIMELIN INC.
REF: V67725

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Teresa Brown
Document Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ALMELIN INC.

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403 of Florida Statutes, the Florida profit corporation submits the following articles of dissolution:

1. The name of the corporation is Almelin Inc.
2. The dissolution was authorized on December 17, 2003.
3. The dissolution was approved by a written consent of the sole shareholder and the sole director on December 17, 2003. The number of votes cast for dissolution was sufficient for approval.

IN WITNESS WHEREOF, the undersigned officer of ALMELIN INC., has executed these Articles of Dissolution this 17 day of December, 2003.

ALMELIN INC.


By: Jose E. Siman
Title: President

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TALLAHASSEE, FLORIDA

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**PLAN OF LIQUIDATION AND DISSOLUTION
OF
ALMELIN INC.
(a Florida Corporation)**

Pursuant to Section 607.1402 of the Florida Business Corporation Act, the undersigned (the "Sole Shareholder"), being the holder of all of the outstanding shares of capital stock of ALMELIN INC., a Florida corporation (the "Corporation") and the sole Director of the Corporation, hereby consents to and approves the following resolutions without a meeting and without prior notice:

WHEREAS, the Shareholder believes that it is in the best interests of the Corporation and the Shareholder to dissolve the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that the Sole Shareholder of the Corporation hereby consents to the dissolution of the Corporation and the winding up of its business by the Board of Directors and officers of the Corporation; and further

RESOLVED, that after providing for all the appropriate debts of the Corporation, the remaining assets of the Corporation of whatsoever kind and wheresoever situated be assigned to the Sole Shareholder of the Corporation in complete cancellation and redemption of all the issued and outstanding stock of the Corporation; and further

RESOLVED, the amounts distributed to the Sole Shareholder shall be treated as dividend distributions; and further

RESOLVED, that the proper officers of the Corporation be and they hereby are directed and authorized to withdraw the Corporation's qualifications to do business in any other state in which it is qualified to do business; and further

RESOLVED, that the President and Secretary are hereby authorized and directed to file Articles of Dissolution with the Secretary of State of the State of Florida in substantially the form attached hereto; and further

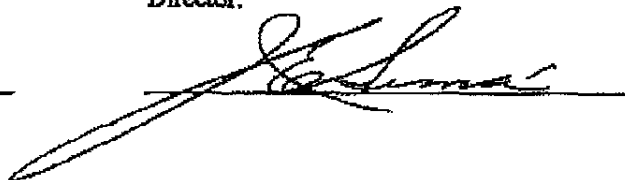
RESOLVED, that the appropriate officers of the Corporation are authorized and directed to execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state or local law, ordinance, statute or rule in connection with and incidental to this Plan of Liquidation and Dissolution, and to take any and all other action as is deemed appropriate to effectuate the dissolution and liquidation of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of the ____ day of December, 2003.

Shareholder:



Director:



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