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FILED
99 MAR -1 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 15, 1999

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Group Holding, Inc.

Sir/Madame:

4000002790634--2
-03/01/99--01110--010
*****43.75 *****43.75

Enclosed please find the Articles of Dissolution and Consent and Plan of Dissolution for the above referenced company. We have enclosed a check for \$43.75. Please mail certified copy to: 1150 Kane Concourse, 3rd FL, Bay Harbor Island, FL 33154.

Thank you for your assistance.

Sincerely,

W. Silva

Wanda Silva

Diss.
3-3-99
CC

ARTICLES OF DISSOLUTION
OF
GROUP HOLDING, INC.

ARTICLE I

The name of the corporation is GROUP HOLDING, INC.

ARTICLE II

The dissolution was authorized on January 26, 1999.

ARTICLE III

The dissolution was approved by a unanimous vote of all of the shareholders of the corporation. This amount is in excess of the amount required for approval. There are no voting groups.

ARTICLE IV

The dissolution shall be effective upon filing with the Secretary of State.

Executed this 4 day of Feb., 1999.

GROUP HOLDING, INC.

By: 

Gody Vainstein, President

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CONSENT and PLAN OF DISSOLUTION

The undersigned, being all the stockholders and all the directors of GROUP HOLDING, INC., a Florida corporation (the "Corporation"), consent to the following actions in lieu of a meeting.

1. The Corporation is to be dissolved as soon as possible.
2. The officers of the Corporation will give notice of the corporate dissolution to each known creditor of the Corporation.
3. The officers of the Corporation will collect the Corporation's assets, file all necessary state and federal tax returns, pay any tax due, and satisfy and discharge its liabilities.
4. The officers of the Corporation will execute and file with the Secretary of State of Florida Articles of Dissolution in the form attached, and file with the Internal Revenue Service appropriate notice of dissolution of the Corporation.
5. After payment of all proper expenses of dissolution, creditors claims and taxes, the Corporation shall distribute all remaining assets among its shareholders according to their respective rights and interests.

Dated as of January 26, 1999.

G III H CORP., stockholder

by: _____

Saby Behar, Pres.

Saby Behar, Director

Gody Vainstein, Director