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Law Office
Anthony Dieguez, P. A.

Telephone
(305) 556-4106

Suite 411
1840 West 49th Street
Hialeah, Florida 33012

January 8, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-01/10/97--01061--011
*****35.00 *****35.00

Re: MONI-MAR INTERNATIONAL, INC.

Gentlemen:

Enclosed please find a check in the amount of \$35.00 representing your fee for the dissolution of the referenced corporation, along with the original written consent, Articles of Dissolution and a copy of the Minutes of Special Meeting.

Your assistance in this matter is appreciated.

Yours cordially,

Anthony Dieguez
ANTHONY DIEGUEZ, J.D.

AD/dla
Enclosures

FILED
97 JAN 10 PM 2:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

VS JAN 17 1997

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ARTICLES OF DISSOLUTION BY DIRECTORS OF
MONI-MAR INTERNATIONAL, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Florida Statutes §607.1401 and authorized action of the Board of Directors the following Articles of Dissolution are hereafter adopted by the Director and the sole shareholder of the Corporation as follows:

Article I

The name of the corporation is MONI-MAR INTERNATIONAL, INC.

Article II

The date the dissolution was authorized was the 13 day of September, 1996.

Article III

That the debts of the corporation which remain unpaid shall be paid pursuant to Florida Statute, §607.1406. The director, MARIA V. QUINTANA, is authorized to sell the remaining assets and attempt to collect all pending assets and receivables to be placed in an escrow account for the benefit of creditors which shall be paid according to priority and as to creditors of equal priority, ratably to the extent of funds legally available for such purposes:

Said director is further authorized to engage legal counsel to assist her and to pay such counsel fees reasonable and necessary to implement the liquidation and payment to creditors.

Further, MARIA V. QUINTANA is authorized to open a bank account and to do all things necessary to carry out the dissolution including termination of any lease agreements or other contractual obligations of the corporation.

Article IV

The amount, if any, actually paid on subscriptions for its shares, less any part thereof disposed of for necessary expenses, will be returned to those entitled thereto if any funds are left over.

Article V


That the sole stockholder has executed a written consent pursuant to §607.0704 of the Florida Statutes authorizing that the corporation be dissolved pursuant to law, a copy thereof is attached hereto.

Article VI

That the corporation is dissolved upon the effective date of its Articles of Dissolution.

Dated this 13 day of September, 1996.

corporate seal


MARIA V. QUINTANA,
Director/100% shareholder
President

WRITTEN CONSENT TO ACTION BY SHAREHOLDERS WITHOUT
A MEETING PURSUANT TO SECTION 607.0704 OF THE FLORIDA STATUTES

The undersigned, Maria V. Quintana, being owner of 500 shares of stock, representing 100% of the stock of Moni-Mar International, Inc., and the owner of the right to vote such stock, has agreed and hereby consents to the formal dissolution of Moni-Mar International, Inc.

The undersigned shareholder approves the following minutes provisions and resolution for dissolution of the corporation:

BE IT RESOLVED:

That the shareholder evidences hereby her consent to dissolve the corporation. The dissolution shall be effective upon delivery and filing with the Secretary of State of Florida the Articles of Dissolution.

Dated this 13 day of September, 1996.


MARIA V. QUINTANA

**MINUTES OF SPECIAL MEETING
OF THE SHAREHOLDER/DIRECTOR OF
MONI-MAR INTERNATIONAL, INC.**

Meeting of Moni-Mar International, Inc., ("Corporation") was held at 1840 W. 49 Street, Suite 411, Hialeah, Florida 33012 on September 13, 1996.

The following persons, constituting all the Corporations shareholders, directors and officers, were present:

Maria V. Quintana, Director/President/Treasurer/Sole Shareholder
Diana Quintana, Secretary

The Shareholder waived notice of the meeting as endorsed by her signature to the Waiver of Notice at the end of these minutes.

After a final review and discussion of the Corporation's present situation including resolving Corporation's financial difficulties by the sale or other disposition of all or substantially all the assets of Corporation or alternatively by attempting to liquidate and arrange for payment to the extent possible of all of Corporation's creditors or proceeding under Chapter 7 or 11 of the Bankruptcy Code, it was upon motion duly made and unanimously carried:

RESOLVED that, it is determined to be in the best interests of Corporation and its shareholders to authorize and commence a sale or other disposition of all or substantially all the Corporation's assets pursuant to §607.1202 of the Florida Statutes, with the assistance and advice of legal counsel, Anthony Dieguez; and it is

FURTHER RESOLVED that, all proposed transactions concerning such sale or other disposition shall be as approved by the vote of the shareholder entitled to vote; and it is

FURTHER RESOLVED that the shareholder/director shall promptly develop a plan to lawfully and prudently execute such sale or other disposition in order to pay corporate debt and expenses and collect receivables, such plan to include identifying all assets and debts, and reducing all overhead to the bare minimum as changing circumstances permit;

Minutes of 9/13/96 shareholder/director meeting.... Page 2

There being no further business to come before this meeting, upon motion duly made and carried, the meeting was adjourned.

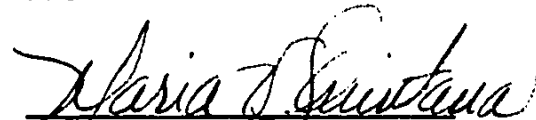

MARIA V. QUINTANA


DIANA QUINTANA

WAIVER OF NOTICE

The undersigned hereby waive notice as to the time, place and purpose of the foregoing meeting and hereby consent to and ratify all actions taken at such meeting.

Dated Sept. 13, 1996.


MARIA V. QUINTANA