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(Address)

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(Business Entity Name)

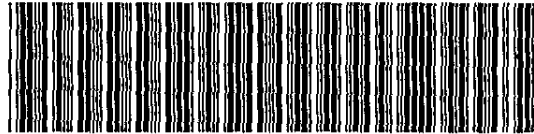
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Michael K. Baldwin, Esq.
1704 E. Bearss Ave.
Tampa, Florida 33613
813-910-3373

November 5, 2004

Amendment and Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Ref: Tampa's Philly of the South

Dear Sirs:

Please find the following documents:

1. Articles of Dissolution to dissolve the following Florida non profit corporation:
"Tampa's Philly of the South"
2. Affidavit Permitting Immediate Assumption or Use of Name by Another Corporation pursuant to section 607.1422 (4), Florida Statutes so that the name "Tampa's Philly of the South" may be used by the for profit corporation.
3. Articles of Organization for Florida for profit corporation using the name: "Tampa's Philly of the South"
4. 2 checks enclosed:

\$35.00 filing fee for Articles of Dissolution of a Florida profit corporation.
\$78.75 filing fee & certified copy (additional copy enclosed) for Articles of Incorporation

Sincerely,



Michael K. Baldwin, Esq.

Enc: 3 documents and copies for certification and 2 fees

ARTICLES OF DISSOLUTION

Pursuant to section 617.1401, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is TAMPA'S PHILLY OF THE SOUTH, INC.

SECOND: The articles of incorporation were filed on 7/8/2004

THIRD: The corporation has not commenced to conduct its affairs.

FOURTH: No debts of the corporation remain unpaid.

FIFTH: Adoption of dissolution (CHECK ONE)
(Note: Cannot be authorized by an incorporator if the corporation has directors)

- [X] The dissolution was authorized by a majority of the directors:
OR
[] The dissolution was authorized by an incorporator.
[] The dissolution was authorized by a majority of the incorporators.

Signed this 14 day of October, 2004

Signature

[Handwritten signature]

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if Directors have not been selected by an incorporator)

MIKE KLINE

M. KLINE
(Typed or printed name)

DIRECTOR

Director
(Title)

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