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Florida Division of Corporations
P.O. Box 9927
Tallahassee, FL 32314

BargainPass, Inc.
208 East Broadway
Suite #J1006
New York City, NY 10002

FILED
02 MAY 20 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Dear Sir/Madam,

The economic downturn has severely affected many small businesses. Our business is no exception. As overhead costs increase and revenue channels decreased we found it increasingly difficult to continue operations. Therefore, we are filing for the Dissolution of the Corporation as of April 25, 2002. If you have any questions, please do not hesitate to contact me at the following phone number: (212) 777-2399. Thank you. Enclosed is the check for the filing fee of \$35. Please send notification of the dissolution to the following address:

John Paul Moy
208 East Broadway
Suite #1006
New York City, NY 10002

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-05/20/02--01076--017
*****35.00 *****35.00

Sincerely,


John Paul Moy,
Secretary

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5-20-02

ARTICLES OF DISSOLUTION

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

FIRST: The name of the corporation is: BARGAINPASS, INC.

SECOND: The date dissolution was authorized: November 27, 2001

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

_____ (voting group)

Signed this 27 day of November, 2001.

Signature [Handwritten Signature]
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Khaled Khatteche
(Typed or printed name)

President
(Title)

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