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DISSOLUTION OR WITHDRAWAL

TELLY PROPERTIES CORP.

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**ARTICLES OF DISSOLUTION
OF
TELLY PROPERTIES CORP.**

The undersigned, President and Secretary of TELLY PROPERTIES CORP., a Florida Corporation, do hereby certify the following in connection with the dissolution of the Corporation:

1. The name of the Corporation is TELLY PROPERTIES CORP.
2. The names and addresses of the Officers of the Corporation are as follows:

<u>Name and Address</u>	<u>Office(s) Held</u>
Estrella B. de Levy 16485 Collins Avenue #2432 Sunny Isles Beach, Florida 33160	President, Vice President, Treasure
Elias L. Behar 16485 Collins Avenue #2432 Sunny Isles Beach, Florida 33160	Secretary

3. The names and addresses of the Directors of the Corporation are as follows:

<u>Name and Address</u>
Estrella B. de Levy 16485 Collins Avenue #2432 Sunny Isles Beach, Florida 33160
Elias L. Behar 16485 Collins Avenue #2432 Sunny Isles Beach, Florida 33160
Olga Levy de Shemaria 16485 Collins Avenue #2432 Sunny Isles Beach, Florida 33160
Rafael L. Behar 16485 Collins Avenue #2432 Sunny Isles Beach, Florida 33160

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4. That all debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision made for their payment and/or discharge.
5. That all the remaining assets of the Corporation have been distributed among its Shareholders in accordance with their respective interests in the Corporation.
6. That there are no actions pending against the Corporation in any court.

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7. That a copy of the Written Consent of Directors and Shareholders pursuant to Chapter 607, Florida Statutes, is attached hereto.

DATED this 20th day of October, 2007.

Estrella B. De Levy (SEAL)
ESTRELLA B. De Levy
President, Vice President Treasurer, Director

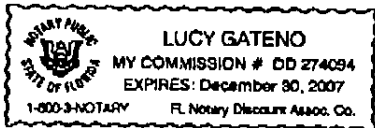
Elias L. Behar (SEAL)
Elias L. Behar
Secretary, Director

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI DADE)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Estrella B. De Levy and Elias L. Behar, to me known to be the President, Vice President, Treasurer, and Secretary respectively, and he acknowledged and swore before me that they executed said Articles of Dissolution.

WITNESS my hand and official seal at _____, said County and State, this 20th day of October, 2007.

Lucy Gateno
NOTARY PUBLIC, State of Florida
Print Name: LUCY GATENO
My Commission Expires: _____



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**WRITTEN CONSENT OF THE DIRECTORS AND SHAREHOLDERS
OF TELLY PROPERTIES CORP.
TO DISSOLVE AND LIQUIDATE**

The undersigned, being all the Directors and all Shareholders of TELLY PROPERTIES CORP., a Florida Corporation (the "Corporation"), by their signatures hereto pursuant to Section 607.134 and 607.394 of the Florida General Corporation Act, hereby adopt this Written Consent in lieu of a formal meeting, waive all notice of the time, place and objects of a meeting, and consent to, approve and adopt the following acts:

BE IT RESOLVED, by all the Stockholders and Directors of the Corporation that it is in the best interests of the Corporation to fully liquidate and dissolve; and be it

FURTHER RESOLVED, that after paying or adequately providing for all of its known debts and liabilities, plus all sums due and paid hereafter pursuant to the Corporation's accounts receivables shall be set aside as a reserve fund for the payment of estimated expenses, taxes, unascertained or contingent liabilities, and expenses and costs of winding up, distribution and dissolution; and be it

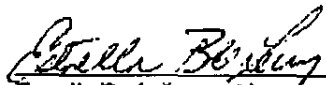
FURTHER RESOLVED, that, at such time as all liabilities of the Corporation have been paid or adequately provided for and when there shall be no further need for the aforesaid reserve fund, the balance in said reserve fund, if any, shall be distributed to each of the Shareholders in accordance with their respective shareholdings; and be it

FURTHER RESOLVED, that, distribution of the aforesaid assets pursuant to the plan herein provided in this consent is subject to the following conditions:

1. That each Shareholder properly endorse and surrender the certificate or certificates evidencing that Shareholder's ownership of shares of the capital stock of this Corporation.
2. That such distribution shall be in complete satisfaction of the rights of each Shareholder of this Corporation upon distribution and liquidation of assets.

FURTHER RESOLVED, the President and Secretary of this Corporation are authorized, empowered and directed to execute and deliver in the name of and on behalf of the Corporation, all deeds, bills of sale, assignments, and other instruments of transfer as may be deemed necessary or proper, and that in general the Officers and Directors of this Corporation are hereby empowered, authorized, and directed to do any and all acts and things necessary to carry out, perform, implement, and consummate said plan of distribution and to wind up all corporate affairs and dissolve this Corporation.


EXECUTED this 20th day of October, 2007.



Estrella B. de Levy, Director



Elias L. Behar, Director and Shareholder



Olga Levy de Spenaria, Director and Shareholder



Rafael L. Behar, Director and Shareholder

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**CERTIFIED COPY OF RESOLUTION OF BOARD OF DIRECTORS
OF TELLY PROPERTIES CORP.**

I, Estrella B. de Levy, as President of TELLY PROPERTIES CORP., a Florida Corporation, a company duly organized and existing under and by virtue of the laws of the State of Florida (the "Corporation"), do hereby certify that a meeting of the Board of Directors of said Corporation was duly called and held at the offices of said Corporation on the 23 day of October, 2007, at which meeting a quorum was present and voted:

WHEREAS, it is in the best interest of the Corporation to adopt the Plan of Liquidation.

The following Resolution was adopted as follows:

NOW, THEREFORE, be it resolved that the Corporation shall adopt the Plan of Liquidation and Estrella B. de Levy as President of this Corporation, be and she is hereby authorized and instructed, jointly or severally, to do whatever may be necessary and appropriate to adopt said Plan of Liquidation and that said officer be and is authorized and directed to execute in the name and on behalf of this Corporation such documents as may be necessary or proper to carry into effect this Resolution.

I further certify that the meeting of the Board of Directors at which the foregoing Resolution was adopted was regularly called and held in accordance with the Charter and By-Laws of said Corporation and that said Resolution has not been modified, rescinded or countermanded as of the date hereof.

DATED at Miami, Dade County, Florida, this 23 day of October, 2007.

TELLY PROPERTIES CORP.,
a Florida Corporation

CORPORATE SEAL

By: Estrella B. de Levy
Estrella B. de Levy, as President

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