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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Corporate Dissolution

DOCUMENT NUMBER: P03000100738

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Brian Silberberg

(Name of Person)

BTM Central, Inc.

(Name of Firm/Company)

2000 NE 207th Street

(Address)

North Miami Beach, FL 33179

(City/State/and Zip Code)

For further information concerning this matter, please call:

Brian Silberberg

(Name of Person)

at (305) 937-0019

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

STREET ADDRESS:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

UNANIMOUS WRITTEN CONSENT OF
SHAREHOLDERS AND BOARD OF DIRECTORS OF
BTM CENTRAL, INC.

Dated: May 25, 2004

Effective the 31st day of May, 2004, the undersigned, the Stockholders and the Directors of BTM CENTRAL, INC., a Florida Corporation (the "Corporation") hereby consent to the following corporate actions in lieu of holding a meeting regarding such actions all pursuant to Florida Statutes Sections 607.0704 and 607.0821, and the Articles of Incorporation and By-Laws of the Corporation:

Article I Dissolution:

Pursuant to Article XI of the Articles of Incorporation of the Corporation, the Shareholders hereby adopt the following resolution which is to have the same force and effect as if passed by a unanimous vote of the Shareholders at a duly called convened meeting thereof:

RESOLVED, that pursuant to the authority vested in the Shareholders, Article II of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and the following Article II is hereby adopted in lieu thereof:

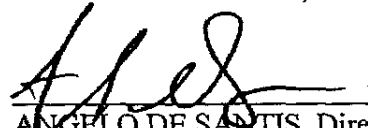
Article I. Duration. This corporation shall commence its existence upon the filing of these Articles and shall continue until May 31, 2004 at which time it shall terminate.

The undersigned have executed this Consent as of the day and year first above written.

DIRECTORS AND SHAREHOLDERS:



BRIAN SILBERBERG, Director/Shareholder



ANGELO DE SANTIS, Director/Shareholder

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