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May 29, 2003

Ms. Susan Payne
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600020427726

Re: Josefina Ramirez v. Concepcion Bretos and MIA Consulting Group, Inc.,
Case No. 03-4699-CA-30, Miami-Dade County Circuit Court
File No. 0715.0001

Dear Ms. Payne:

Per our conversation, enclosed is a certified copy of the Agreed Judgment of Dissolution of MIA Consulting Group, Inc. executed by Eleventh Judicial Circuit Court Judge Barbara Levenson on March 27, 2003 in the above-referenced matter. Per the Court's order, MIA Consulting Group, Inc. should have been dissolved effective April 2, 2003.

If you require additional information or if the enclosure to this letter unsatisfactory in any way, please contact me.

Very truly yours,

Merri Wolfenstein

Merri Wolfenstein

Enclosure

FILED
03 JUN -3 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Court ordered
D:SS.
6/3/03
[Signature]

IN THE CIRCUIT COURT, OF
THE 11TH JUDICIAL CIRCUIT IN
AND FOR MIAMI-DADE
COUNTY, FLORIDA

JOSEFINA RAMIREZ

CASE NO.: 03-4699 CA 30

Petitioner,

RECORDED
APR 01 2003
Clerk of Circuit
& County Courts

vs.

CONCEPCION BRETOS AND
MIA CONSULTING GROUP, INC.

Respondent.

M. MOLA

FILED
03 JUN 27 PM 2:28
CLERK OF CIRCUIT & COUNTY COURTS
TALLAHASSEE, FLA.
CIVIL #99

AGREED JUDGMENT OF DISSOLUTION OF MIA CONSULTING GROUP, INC.
A FLORIDA CORPORATION

This cause came on before the Court on the Plaintiff's Motion for Judgment on the Pleadings and the parties having jointly agreed to this Judgment and the Court being duly advised, it is, therefore,

ORDERED and ADJUDGED that:

1. The Motion is hereby granted.
2. MIA Consulting Group, Inc., a Florida Corporation be and it is hereby dissolved pursuant to Florida Statutes, section 607.1433 effective April 2, 2003.
3. The Clerk of this Court is hereby directed to forward a Certified copy of this Judgment of Dissolution to the Office of the Secretary of State of Florida.
4. The assets of MIA Consulting Group, Inc. shall be liquidated and the business wound up in accordance with Fla. Stat. § 607.1405.

In accordance with Fla. Stat. Section § 607.1406, all claimants and creditors of the Corporation, MIA Consulting Group, Inc. shall be notified within 10 days hereof that the two shareholders have agreed to the Dissolution of the Company. The claimants and creditors shall be sent a copy of this Judgment with a notice that further communications or claims relating to the Company, shall be sent to:

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03 JUN -3 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KEY RECORD

21124 PG0286

A TRUE COPY
CERTIFICATION ON LAST PAGE
HARVEY RUVIN, CLERK

(1) Thomas R. Spencer, Jr., Spencer & Klein, P. A., 801 Brickell Avenue, Suite 1901, Miami, Florida 33131, and to

(2) Abigail Watts-Fitzgerald, Hunton & Williams, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

The Court reserves jurisdiction over the parties and over the subject matter for further proceedings. The parties recognize that arbitration will apply to any disputes which are governed by Section 6.16 of the Stockholders Agreement of September 3, 2002.

DONE and ORDERED in Chambers this 27 day of March, 2003.

cc: Thomas R. Spencer, Esq.
Vance Salter, Esq.

Barbara S. Levenson
CIRCUIT COURT JUDGE

BARBARA S. LEVENSON
CIRCUIT JUDGE

STATE OF FLORIDA, COUNTY OF DADE
I HEREBY CERTIFY that the foregoing is a true and correct copy of the
original on file in this office. MAY 14 2003
HARVEY RUVIN, Clerk of Circuit and County Courts

Deputy Clerk *Beth Brown*



[RECEIVED]

21124 PG0287