

L 40944

FLORA FAMILY RESTAURANT, INC.
2898 THAXTON DRIVE #75
PALM HARBOR, FLORIDA 34684

July 31, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

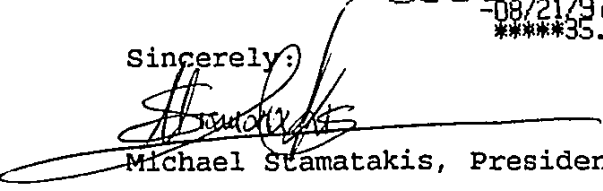
Dear Sirs:

Please accept and process the enclosed articles of dissolution for
Flora Family Restaurant, Inc., Doc. #L40944.

Enclosed you will find a check for \$35. for the dissolution fee.

Thank you for you assistance in this matter.

Sincerely:


Michael Stamatakis, President

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-08/21/97-01037--005
*****35.00 *****35.00

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-08/21/97-01037--005
*****35.00 *****35.00

FILED
97 AUG 21 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JUL 27 1997

ARTICLES OF DISSOLUTION
OF
FLORA FAMILY RESTAURANT, INC.

FILED
97 AUG 21 PM 4: 13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1403 of the Florida Business Corporation Act of Florida, the undersigned Corporation adopts these Articles of Dissolution.

ARTICLE ONE

NAME

The name of the Corporation is Flora Family Restaurant, Inc.

ARTICLE TWO

DISSOLUTION AUTHORIZED

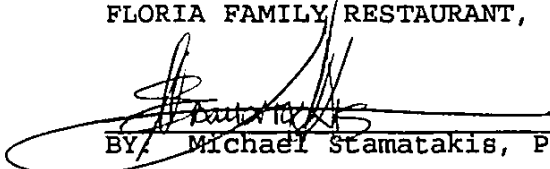
Dissolution of the Corporation was authorized on July 31, 1997.

ARTICLE THREE

SHAREHOLDER APPROVAL

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

FLORIA FAMILY RESTAURANT, INC.


BY: Michael Stamatakis, Pres.


BY: Odette Rodriguez, Secretary

IMPLEMENTATION OF SHAREHOLDERS'
RESOLUTION TO DISSOLVE
FLORA FAMILY RESTAURANT, INC.
A FLORIDA CORPORATION

WHEREAS, all shareholders of FLORA FAMILY RESTAURANT, INC., a Florida Corporation, adopted and executed a consent to dissolution on the 31st day of July 1997, electing to dissolve the corporation and authorizing the directors to liquidate its assets;

AND WHEREAS, a special meeting of the Board of Directors of Flora Family Restaurant, Inc., was held at 2898 Thaxton Drive #75, Palm Harbor, Fl. 34684, on the 31st day of July, 1997, at 3:00 p.m., to consider and adopt the shareholders' consent and election to dissolution; therefore, be it:

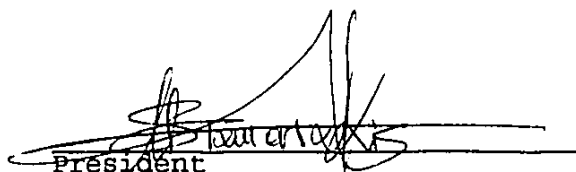
1. RESOLVED, that the President of Flora Family Restaurant, Inc. is authorized to take all actions necessary to dissolve and wind up the affairs of the corporation, including the sale, lease, conveyance, or assignment of the corporation's assets, and to execute any and all documents and instruments deemed necessary and appropriate;

2. RESOLVED FURTHER, that the President of Flora Family Restaurant, Inc. is authorized to apply the corporation's assets, both cash and in kind, toward the satisfaction of the corporation's known debts and liabilities;

3. RESOLVED FURTHER, that after satisfaction of the corporation's debts, the President of Flora Family Restaurant, Inc. is authorized to distribute the remainder of the corporation's assets to the shareholders as directed in the shareholder's consent;

4. RESOLVED FURTHER, that the President of Flora Family Restaurant, Inc. is authorized and required to execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state, or local law, ordinance, statute, or rule in connection with and incidental to the dissolution and liquidation of the corporation;

The undersigned, being directors of Flora Family Restaurant, Inc., authorize, by their signatures, the above resolution.


President


Secretary, Treasurer

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Michael Stamatakis, as President of Flora Family Restaurant, Inc., to me well known, or who produced KNOWN TO ME as identification, who, after being duly sworn, acknowledges that he is the person named in and who executed the foregoing and he acknowledges that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO and subscribed before me this 31st day of July, 1997.

Fred C. Thackrey
Notary: sign Above and Print Name
Here: _____

(SEAL)

My Commission Expires:
My Commission Number:



FRED C. THACKREY
COMMISSION # CC 377557
EXPIRES JUN 1, 1998

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Odette Rodrigues, as Secretary of Flora Family Restaurant, Inc., to me well known, or who produced KNOWN TO ME as identification, who, after being duly sworn, acknowledges that she is the person named in and who executed the foregoing and she acknowledges that she executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO and subscribed before me this 31st day of July, 1997.

Fred C. Thackrey
Notary: Sign Above and Print Name
Here: _____

(SEAL)

My Commission Expires:
My Commission Number:



FRED C. THACKREY
COMMISSION # CC 377557
EXPIRES JUN 1, 1998

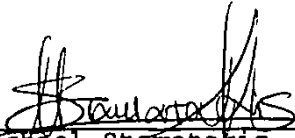
WRITTEN CONSENT OF SHAREHOLDER

TO WIND UP AND DISSOLVE


FLORA FAMILY RESTAURANT, INC.

Michael Stamatakis, and Odette Rodrigues the undersigned shareholders of record of all of the shares Flora Family Restaurant, Inc., a Florida Corporation, does hereby elect and consent to the dissolution of the corporation. The undersigned authorized and directs the officers and directors to deliver Articles of Dissolution to the Florida Department of State as provided in Section 607.1403, Florida Statutes, and to take such further action as necessary to wind up and dissolve the corporation.

Dated this 31st day of July, 1997.



Michael Stamatakis



Odette Rodrigues