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OFFICE
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PAUL KWITNEY - OF COUNSEL

AREA CODE 305
538-7575

TELECOPIER
AREA CODE 305
538-4676

May 22, 1997

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

800002191288--8
-05/27/97--01062--007
*****35.00 *****35.00

Re: BRU-SAND, INC.

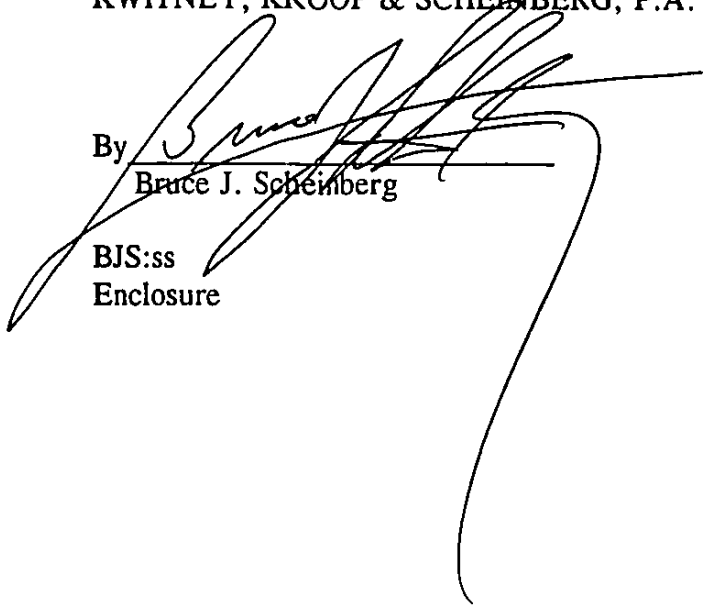
Dear Sir or Madam:

Enclosed herein please find the original Articles of Dissolution with reference to the above corporation together with our check in the amount of \$35.00 made payable to the Secretary of State.

Very truly yours,

KWITNEY, KROOP & SCHEINBERG, P.A.

By


Bruce J. Scheinberg

BJS:ss
Enclosure

FILED
97 MAY 27 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vij 6-5-97

ARTICLES OF DISSOLUTION PURSUANT TO SECTION 607.1403
OF THE FLORIDA BUSINESS CORPORATION
ACT OF BRU-SAND, INC., A FLORIDA CORPORATION

To: Department of State
Tallahassee, Florida 32314

Date Paid
Filing Fee \$ 35.00

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is BRU-SAND, INC.
2. The names and respective addresses of the officers of the corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Felicia Morales	President, Secretary	3710 E. 10th Ct. Hialeah, FL 33010
Alicia Padron	Vice President	3710 E. 10th Ct. Hialeah, FL 33010

3. The name and respective address of the director of the corporation is:
Felicia Morales, 3710 E. 10th Ct., Hialeah, Florida 33010.
4. Dissolution was authorized on December 31, 1996.
5. The number of votes cast for the dissolution was 100 votes representing 100 shares which represents 100% of the outstanding stock entitled to vote by the shareholders of BRU-SAND, INC.
6. Adequate provision has been made for the payment for all of the liabilities and obligations of the corporation.
7. No property or assets remain to be distributed among the shareholders of the corporation after the payment of all debts, obligations and liabilities of the corporation.
8. There are no actions pending against the corporation in any court.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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9. BRU-SAND, INC. elected to be dissolved by unanimous written consent of its shareholders, and such written consent has been signed by all shareholders of the corporation. A copy of the written consent and resolution is attached to these articles.

Dated this 31 day of December, 1996

BRU-SAND, INC.,
A Florida corporation

By 

Felicia Morales
As President & Secretary

HAPPY FELLA, INC., a New
York corporation.

By 

Bruce Tucker
Authorized Representative

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY 27 AM 9:56

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