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LAW OFFICE
Antonio E. Alonso
FIRST UNION BANK OF CORAL WAY
1699 CORAL WAY, SUITE 315
MIAMI, FLORIDA 33145

TELEPHONE:
(305) 858-7452

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(305) 856-1959

January 4, 1999

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-01/07/99--01079--015
*****35.00 *****35.00

Secretary of State
Corporate Division
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Dissolution for M & M ALVAREZ, INC.

Dear Gentleman or Madam:

Enclosed please find our office account check in the amount of \$35.00, together with an original and two copies of the Articles of Dissolution of the above described corporation.

Please return a certified copy to the undersigned, whose address is:

1699 Coral Way, Suite 315
Miami, Florida 33145

Thank you for your kind attention and cooperation to this matter.

Sincerely yours,


ANTONIO E. ALONSO, ESQ.

AEA/og

Diss.
1-13-99
CC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 607.1403
OF THE
FLORIDA STATUTES

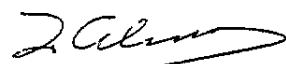
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

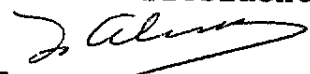
Pursuant to the provisions of Section 607.1403 of the Florida Statutes the undersigned corporation adopts the following Articles of Dissolution for the purposes of dissolving the corporation:

1. The name of the corporation is:
M & M ALVAREZ, INC.
2. Dissolution was authorized on December 31, 1998.
3. The number of votes cast by the shareholders in favor of dissolution was sufficient for approval.
4. No debts of the corporation remains unpaid.

DATED: December 31, 1998.

**M & M ALVAREZ, INC., a
Florida corporation**

BY: 
MANUEL M. ALVAREZ,
as President

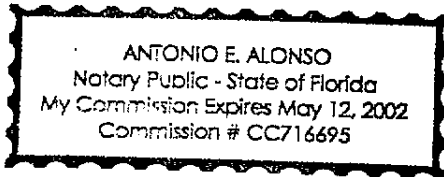
ATTEST: 
MANUEL M. ALVAREZ,
as Secretary

STATE OF FLORIDA)
 (SS
COUNTY OF MIAMI-DADE)

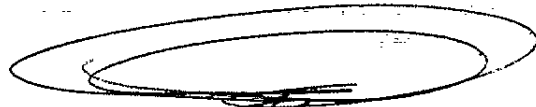
BEFORE ME, the undersigned authority, personally appeared **MANUEL M. ALVAREZ**, as President and Secretary, who are to me well known to be the person described in and who subscribed the above Articles of Amendment to the Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that

he made and subscribed the same for the use and purposes therein mentioned and set forth, that I relied upon the following form of identification of the above-named persons: personally known and that an oath (was) (was not) taken.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, in the said County and State this 31st day of December, 1998.



My Commission Expires:



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE