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Omar del Rio, C.P.A.
L. Diane Parsons, C.P.A.

548063

May 22, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 30 AM 9:27

Member
American Institute of Certified
Public Accountants
Florida Institute of Certified
Public Accountants
Private Companies
Practice Section, AICPA

Secretary of State
Division of Corporations
409 E. Gaines Street
P.O. Box 6237
Tallahassee, FL 32314

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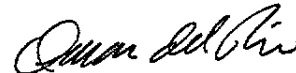
Re: Filing of Articles of
Dissolution for
Nelson V. Diaz, Inc.

Dear Sirs:

Enclosed for filing in the public records of the Florida Secretary of State are Articles of Dissolution for Nelson V. Diaz, Inc. Also enclosed is our check in the amount of thirty-five (\$35.00) dollars representing the filing fee and fee for certified copy. We would appreciate the Articles of Dissolution being filed in the public records at your earliest convenience.

Should there be any questions, please feel free to call us.

Sincerely,



Omar del Rio

Encl.

Vb lds

V. SHEPARD JUN 9 2000

**ARTICLES OF DISSOLUTION
OF
NELSON V. DIAZ, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 30 AM 9:27

I, the undersigned, Director of the Corporation, do hereby file these Articles of Dissolution of NELSON V. DIAZ, INC., a Florida Corporation, pursuant to Section 607.1403 of the Florida Statutes.

ARTICLE I - NAME OF CORPORATION

The name of the dissolved corporation is NELSON V. DIAZ, INC.

**ARTICLE II - DATE DISSOLUTION AUTHORIZED/
ADOPTION OF PLAN OF LIQUIDATION**

The Corporation's dissolution was authorized on April, 27, 2000, pursuant to "Minutes of the Special Meeting Stockholder and Director of Nelson V. Diaz, Inc.," whereby the Corporation's Director and Shareholder adopted a plan of complete liquidation under Sections 331 and 336 of the Internal Revenue Code of 1986, as amended. The Director's vote for dissolution at the Special Meeting held on April 27, 2000 was unanimous.

ARTICLE III - LIABILITIES

All liabilities and obligations of the Corporation have been paid or discharged, or adequate provisions have been made therefor.

ARTICLE IV - DISTRIBUTION OF ASSETS

All of the Corporation's remaining property and assets have been distributed to its Stockholder, in accordance with the respective rights and interests in the Corporation.

ARTICLE V - ABSENCE OF LITIGATION


There are no actions or lawsuits presently pending against the Corporation in any Court.

ARTICLE VI - FILING OF ARTICLES OF DISSOLUTION

The Corporation's President is hereby authorized to file these Articles of Dissolution with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 26th
day of MAY, 2000.

NELSON V. DIAZ, INC.

By: 
NELSON V. DIAZ
President of the Corporation

STATE OF FLORIDA

COUNTY OF PALM BEACH

)
) SS.
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BEFORE ME, personally appeared NELSON V. DIAZ, Director of NELSON V. DIAZ, INC., to me well known and known to me to be the person described in and who executed the foregoing instrument and acknowledged to and before me that they executed said instrument for the purpose herein expressed.

WITNESS my hand and official seal this 26th day of MAY, 2000.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:

