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March 20, 2001

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Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Carvajal Brothers, Inc.  
Our File No. 3280.2

FILED  
01 MAR 22 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear sir or madam:

Enclosed herewith please find an original and a copy of the fully executed Articles of Dissolution and Statement of Intent to Dissolve the captioned entity, together with a check in the amount of \$35.00, representing the requisite filing fee for the Articles and Statement of Intent.

Once the enclosed documents have been filed, please provide to me a copy thereof.

Thank you for your assistance.

Sincerely,



Mario G. de Mendoza, III

MGMIII:dw  
Enclosures

Dissolution

T BROWN MAR 26 2001

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3280.2

**ARTICLES OF DISSOLUTION**  
**OF**  
**CARVAJAL BROTHERS, INC.**

FILED  
01 MAR 22 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

**ARTICLE I**

The name of this corporation is: CARVAJAL BROTHERS, INC.

**ARTICLE II**

Dissolution of this corporation was authorized by the Shareholders on February 19, 2001.

**ARTICLE III**

The number of shareholders voting for such dissolution was 3, and the number of shareholders voting against such dissolution was 0; the number of shareholders voting for such dissolution being a sufficient number for approval. Evidence of such approval is reflected on the Statement of Intent to Dissolve, the same being attached hereto and made a part hereof by specific reference.

**ARTICLE IV**

The names and addresses of the Officers are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Patricio L. Carvajal	Secretary, Treasurer	736 Hollywood Place West Palm Beach, FL 33405
Pedro Carvajal	President	721 Hollywood Place West Palm Beach, FL 33405
Rogelio Carvajal	Vice President	720 Hollywood Place West Palm Beach, FL 33405

**ARTICLE V**

The names and addresses of the Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Patricio L. Carvajal	736 Hollywood Place West Palm Beach, FL 33405

Pedro Carvajal

721 Hollywood Place  
West Palm Beach, Florida 33405

Rogelio Carvajal

720 Hollywood Place  
West Palm Beach, FL 33405

ARTICLE VI

All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefor.

ARTICLE VII

All remaining property and assets of the corporation have been distributed among the shareholders in accordance with their respective rights and interests.

ARTICLE VIII

There are no actions pending against the corporation in any court.

DATED this 12 day of March, 2001.

CARVAJAL BROTHERS, INC.

By: 

Pedro Carvajal, President

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 16 day of March, 2001, by PEDRO CARVAJAL, who is personally known to me, or who has produced \_\_\_\_\_ as identification.

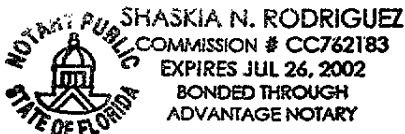
(Notary Seal)

Signature of Notary: 

Printed Name of Notary: Shaskia W Rodriguez

Commission No. \_\_\_\_\_

Commission Expiration Date: \_\_\_\_\_



MGMIII:ss  
3280.2

**STATEMENT OF INTENT TO DISSOLVE**  
**CARVAJAL BROTHERS, INC.**  
**BY ACT OF THE CORPORATION**

Pursuant to the provisions of Section 607.1402 of the Florida General Corporation Act, the undersigned corporation submits the following statement of intent to dissolve the corporation by act of the corporation.

1. The name of the Corporation is:  
  
CARVAJAL BROTHERS, INC.
2. The following Resolutions to dissolve the corporation were adopted by the Directors and Shareholders on February 19, 2001:

**DIRECTOR'S RESOLUTION FOR DISSOLUTION OF THE  
CORPORATION**

"BE IT RESOLVED that it is in the best interest of this Corporation that the Corporation be dissolved immediately in accordance with Section 607.1402 of the Florida Statutes, and that a Special Meeting of the Shareholders of the Corporation shall be called on the 19th day of February, 2001, to be held at 251 Royal Palm Way, Palm Beach, Florida for the purpose of voting on the Resolution to dissolve the Corporation, and that the purpose of the meeting will be to vote upon the resolution of the Board of Directors recommending dissolution and that in the event the shareholders favorably vote upon the Resolution for Dissolution, then the President of the corporation shall prepare and execute Articles of Dissolution and comply with such other procedures of the Florida Statutes as are required for dissolution."

ADOPTED unanimously by all of the Directors this February 19, 2001.

/s/ Pedro Carvajal  
/s/ Rogelio Carvajal  
/s/ Patricio Carvajal

SHAREHOLDER'S RESOLUTION FOR DISSOLUTION OF  
THE CORPORATION

"BE IT RESOLVED that the Shareholders believe that it is in the best interest of the Corporation to dissolve immediately in accordance with Section 607.1402 of the Florida Statutes, and hereby approve the Board of Directors' Resolution for dissolution and vote for dissolution of this corporation."

ADOPTED unanimously by all of the Shareholders this February 19, 2001.

/s/ Pedro Carvajal  
/s/ Rogelio Carvajal  
/s/ Patricio Carvajal


3. The number of shares of the corporation outstanding at the time of such adoption was 600; and the number of shares entitled to vote thereon was 600.
4. The number of shares voted for such resolution was 600; and the number of shares voted against such resolution was 0.

Dated this 19th day of February, 2001.

CARVAJAL BROTHERS, INC.

By. 

Pedro Carvajal, President

  
Pedro Carvajal, Director and Shareholder

  
Rogelio Carvajal, Director and Shareholder

  
Patricio Carvajal, Director and Shareholder