

DELGADO,
BEFELER,
STARKMAN &
MAGOLNICK, P.A.

F23879

NationsBank Tower
100 Southeast 2nd Street, 37th Floor
Miami, Florida 33131

Telephone (305) 379-8300
Facsimile (305) 379-4404

GEORGE BEFELER

September 24, 1997

Secretary of State
Division of Corporations
Attention: Amendments Department
P.O. Box 6327
Tallahassee, Florida 32314

100002304421--6
-09/26/97--01022--002
*****35.00 *****35.00

RE: DISSOLUTION OF GAMONTE, INC.; OUR FILE NO. GAMO 13 (1040)

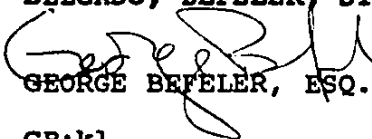
Dear Sir/Madam:

We are enclosing Articles of Dissolution, Plan of Dissolution and a check made payable to the Secretary of State in the amount of \$35.00 for the dissolution of the above-referenced corporation.

Your assistance is appreciated.

Very truly yours,

DELGADO, BEFELER, STARKMAN & MAGOLNICK, P.A.


GEORGE BEFELER, ESQ.

Signed in Mr. Befeler's absence to avoid
delay in mailing.

GB:kl

Enclosures

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Diss
9-26-97
C.C.

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Gamonte, Inc.

SECOND: The date dissolution was authorized: September 8, 1997

THIRD: Adoption of Dissolution (CHECK ONE)

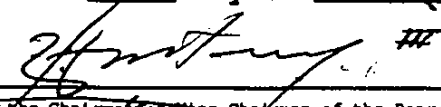
XX Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

— Dissolution was approved by vote of the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

"The number of votes cast for dissolution was sufficient for approval by _____."]

Signed this 8th day of September, 1997.

Signature: 

(By the Chairman or Vice Chairman of the Board, President, or other officer)

Gabriel Montenegro

(Typed or printed name)

President

(Title)

EXHIBIT A
PLAN OF DISSOLUTION
OF

GAMONTE, INC.

At a joint meeting of shareholders and members of the board of directors of **GAMONTE, INC.**, a Florida corporation (the "Corporation"), duly convened in accordance with the laws of the State of Florida, personally appeared Gabriel Montenegro, Gabriel E. Montenegro, Jr., Fernando Montenegro, J.E. Montenegro, Ricardo Montenegro, and R.A. Montenegro as the directors of the Corporation. Gabriel Montenegro was appointed as the secretary of the meeting. After a quorum was established, the Corporation took the following actions which were ratified by all of the directors and the shareholders and which have not been canceled:

1. Resolved to liquidate and dissolve **GAMONTE, INC.** and distribute its assets proportionately to its shareholders, Gabriel Montenegro, Gabriel E. Montenegro, Jr., Fernando Montenegro, J.E. Montenegro, Ricardo Montenegro, and R.A. Montenegro

2. Resolved that the Corporation shall exercise its authority to cause the liquidation of said Corporation and the winding up of its affairs.

3. Resolved that the dissolution shall take place immediately upon completion of the acts required for orderly dissolution by the officers of the Corporation. The officers of the Corporations shall file the articles of dissolution after the provision of any notice to potential claimants which may be required under §607.1406, Florida Statutes, and the taking of any other actions required under the laws of the State of Florida.

There being no further business to come before the meeting, the meeting was thereupon adjourned.


GABRIEL MONTENEGRO
Secretary of the Meeting