



K09413

ACCOUNT NO. : 072100000032

REFERENCE : 065443 80493A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 15, 1998

ORDER TIME : 10:08 AM

ORDER NO. : 065443-005

CUSTOMER NO: 80493A

CUSTOMER: Dorothy Hudson, Esq
Dorothy A. Hudson
2919 Cardinal Drive

Vero Beach, FL 32963

FILED
98 DEC 15 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILINGS

NAME: GONZALEZ INTERNATIONAL
CORPORATION

4000002712934--1
-12/15/98--01057--016
*****8.75 *****8.75

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

4000002712934--1
-12/15/98--01057--016
*****35.00 *****35.00

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

RECEIVED
98 DEC 15 AM 11:33
TALLAHASSEE, FLORIDA

Dorothy A. Hudson

CHARTERED
*ATTORNEY AT LAW

2919 CARDINAL DRIVE
VERO BEACH, FLORIDA 32963
561 / 231-4748
FAX 561/234-8469

BOARD CERTIFIED
REAL ESTATE ATTORNEY

December 14, 1998

FEDERAL EXPRESS

Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

RE: FILING Articles of Dissolution

Enclosed for filing is ARTICLES OF DISSOLUTION OF GONZALEZ INTERNATIONAL CORPORATION consisting of three pages. Also, enclosed is check in the amount of \$35.00 as filing fee.

Please return a certified copy to the address as indicated in the letterhead.

Thank you for your consideration in this matter.

Yours very truly,



Dorothy A. Hudson
Attorney at Law
DAH/lp

ARTICLES OF DISSOLUTION
OF
GONZALEZ INTERNATIONAL CORPORATION

FILED
98 DEC 15 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is GONZALEZ INTERNATIONAL CORPORATION.

ARTICLE II

The names and respective addresses of all of its shareholders as follows:

Jorge Gonzalez

ARTICLE III

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

ARTICLE IV

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

ARTICLE V

That there are no actions pending against the corporation in any court.

ARTICLE VI

At a meeting of the shareholders held November 30, 1998, the shareholders of the corporation elected to dissolve, effective upon filing these Articles with the Secretary of State.

ARTICLE VII

That the number of shares cast was sufficient for dissolution.



JORGE GONZALEZ, PRESIDENT

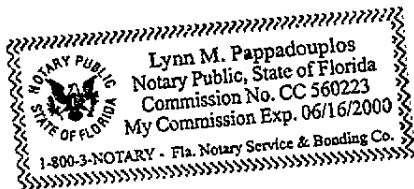


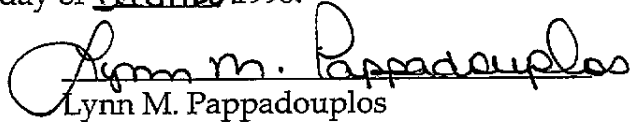
BAMBI L. STOCK, ASSISTANT SECRETARY

State of FLORIDA
County of INDIAN RIVER

Before me, the undersigned authority, personally appeared BAMBI L. STOCK, and who after being duly sworn, acknowledged that she executed the foregoing Articles of Dissolution for the purposes therein expressed. She is personally known to me.

Witness my hand and seal this 7 day of December 1998.




Lynn M. Pappadouplos

Notary Public

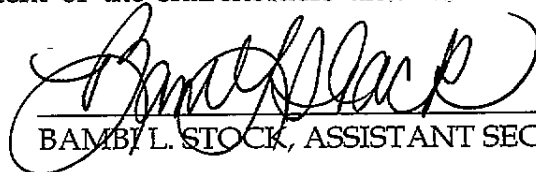
My Commission Expires: 06/16/2000

CERTIFIED COPY OF RESOLUTION

I hereby certify that the following resolution was unanimously adopted at a special joint meeting of the shareholders and directors of GONZALEZ INTERNATIONAL CORPORATION, held on November 30, 1998.

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, and be it further resolved:

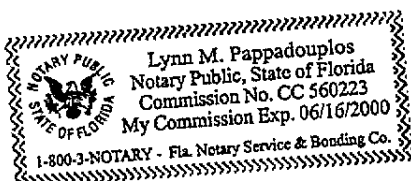
1. That the corporation, by its duly authorized officers, will distribute pro rata to its shareholders, all of its assets, subject to any unpaid liabilities with the exception of a reasonable amount of cash to be retained for payment of Federal and State taxes in 1998, if any. Each shareholder will agree to assume his pro rata share of the said unpaid liabilities, and will surrender all of his stock for cancellation.
2. As soon as possible, counsel for the corporation shall file with the Secretary of State, Articles of Dissolution of the corporation under Section 607.1402 et seq. of the Florida Statutes, and the officers of the corporation are authorized to execute all documents necessary in connection with the dissolution.
3. Within 30 days after the date of this meeting, the accountant for the corporation shall file Form 966 with the District Director of Internal Revenue, together with a certified copy of this resolution.
4. The officers and directors of the corporation are empowered, authorized and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be found necessary in liquidating and dissolving the corporation in accordance with the expressed intent of the shareholders and directors under the plan adopted at this meeting.

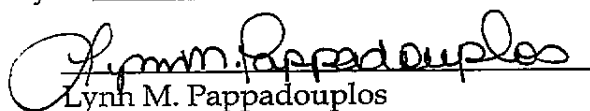

BAMBI L. STOCK, ASSISTANT SECRETARY

State of FLORIDA
County of INDIAN RIVER

Before me, the undersigned authority, personally appeared BAMBI L. STOCK, and who after being duly sworn, acknowledged that she executed the foregoing Articles of Dissolution for the purposes therein expressed. She is personally known to me.

Witness my hand and seal this 7 day of December, 1998.




Lynn M. Pappadouplos
Notary Public
My Commission Expires: 06/16/2000