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January 22, 2002

Division of Corporation
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: Villa Santa Ballroom, LLC
Festejos Plaza Miami, LLC

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-01/24/02--01025--006
*****50.00 *****25.00

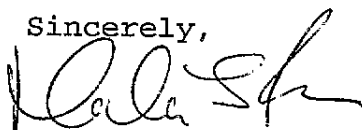
Dear Sir or Madam:

Enclosed please find the following in connection with the above referenced Florida Limited Liability Companies:

1. Articles of Dissolution;
2. Check payable to Department of State for \$50.00 representing the filing fee of \$25.00 per company for the above forms.

Thank you for your courtesies and please do not hesitate to contact me if you have any questions.

Sincerely,



Marlene Leon-Rubido, Esquire

Enclosures

FILED
02 JAN 24 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION FOR
FESTEJOS PLAZA MIAMI, LLC,
A FLORIDA LIMITED LIABILITY COMPANY

To: Department of State, Tallahassee, Florida

Pursuant to Section 608.441 and 608.445, Florida Statutes, the undersigned Florida Limited Liability Company adopts and submits these Articles of Dissolution for the purpose of dissolving said corporation and states as follows:

1. The name of the corporation to be dissolved is Festejos Plaza Miami, LLC, 2340 S.W. 32 Avenue, Miami, Florida 33145.

2. The effective date of the limited liability company's dissolution is as the date of the filing of these Articles of Dissolution.

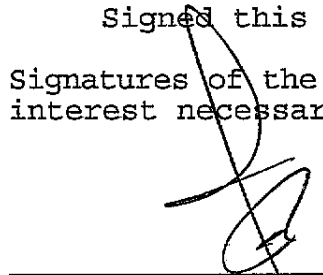
3. A description of the occurrence that resulted in the limited liability company's dissolution pursuant to section 608.441, Florida Statutes, is as follows: it is not reasonably practical to carry on the business of the limited liability company.

4. Adequate provision has been made for the debts, obligations, and liabilities pursuant to s. 608.4421.

5. There are no suits pending against the company in any court.

Signed this 18 day of January, 2002.


Signatures of the members having the same percentage of membership interest necessary to approve the dissolution:



Juan M. Bernardez *343 Consulting & Employment INC.*



Ingrid Amaya



Antonio Cagiao

FILED
02 JAN 24 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MEMBER'S RESOLUTION AND UNANIMOUS WRITTEN
CONSENT TO VOLUNTARY DISSOLUTION OF
FESTEJOS PLAZA MIAMI, LLC,
A FLORIDA LIMITED LIABILITY COMPANY

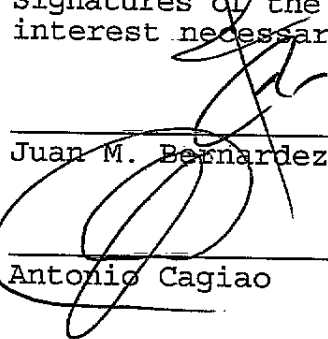
Whereas, the members of Festejos Plaza Miami, LLC at a special meeting held on January 18, 2002 at the offices of the limited liability company, adopted resolutions recommending the dissolution of the limited liability company:

Whereas, the undersigned, being all of the members of Festejos Plaza Miami, LLC, does hereby consent to the voluntary dissolution of such limited liability company and does hereby authorize and direct the members of the limited liability company to take all steps necessary and appropriate to carry out the intent of this resolution.

In assent to the above, the undersigned members have signed their names.

Signed this 18 day of January, 2002.

Signatures of the members having the same percentage of membership interest necessary to approve the dissolution:



Juan M. Bernardez, B v B Consulting
& Employment
Inc.



Ingrid Amaya

Antonio Cagiao