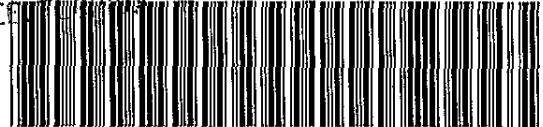


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2005 MAY 27 P 12:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



500055118655

05/27/05--01053--006 **25.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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FERRELL SCHULTZ

Ferrell Schultz & Fertel
A PROFESSIONAL ASSOCIATION

PO Box 01-9693
201 South Biscayne Boulevard
34th Floor, Miami Center
Miami, Florida 33131-4325

telephone +1-305-371-8585
facsimile +1-305-371-5732
miami@ferrellschultz.com

FILED

2005 MAY 27 P 12: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MIAMI, FLORIDA
NEW YORK, NEW YORK
SAO PAULO, BRAZIL
MEXICO CITY, MEXICO
BUENOS AIRES, ARGENTINA
CARACAS, VENEZUELA

May 13, 2005

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA CERTIFIED MAIL - RETURN
RECEIPT REQUESTED

Re: Dissolution of The Grand Opera House, LLC

To Whom It May Concern:

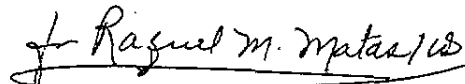
Enclosed please find the following:

1. Articles of Dissolution for The Grand Opera House, LLC; and
2. A check in the amount of \$25.00 representing filing fee.

Please provide us with an acknowledgment letter once the Articles of Dissolution have been filed.

Thanking you for your kind attention to this matter, I am

Sincerely,
Ferrell Schultz & Fertel, P.A.



Raquel M. Matas, Esq.

RMM/ed
Enclosures

ARTICLES OF DISSOLUTION
OF
THE GRAND OPERA HOUSE, LLC

FILED

2005 MAY 27 P 12:05

The undersigned, representing all of the members of THE GRAND OPERA HOUSE, LLC, a Florida limited liability company desiring to dissolve the limited liability company in accordance with the Florida Limited Liability Act, hereby submit the following:

ARTICLE I

The name of the limited liability company is: THE GRAND OPERA HOUSE, LLC.

ARTICLE II

The dissolution was authorized on 8/27/, 2004 by the unanimous written consent and action of all the members, to be effective upon filing these Articles of Dissolution with the Florida Department of State.

ARTICLE III

All debts, obligations and liabilities of the limited liability company have been paid or discharged, or adequately provided for pursuant to Section 608.4421, Florida Statutes.


ARTICLE IV

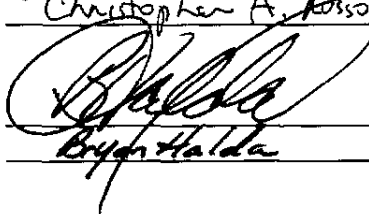
All remaining property and assets of the limited liability company have been distributed among its members in accordance with their respective rights and interests.

ARTICLE V

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

The undersigned members, for the purpose of dissolving THE GRAND OPERA HOUSE, LLC, under the laws of the State of Florida, have executed these Articles of Dissolution this 27 day of August, 2004.



Christopher A. Kasso, Member


Bryan Halda, Member

FILED

**WRITTEN CONSENT OF MEMBERS OF THE GRAND
OPERA, LLC, A FLORIDA LIMITED LIABILITY
COMPANY ("COMPANY") IN LIEU OF A MEETING**

2005 MAY 27 P 12:05


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being all the members of the Company, hereby consent to the following actions:

RESOLVED, the Company shall be dissolved.

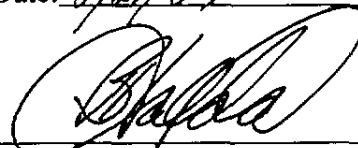
RESOLVED FURTHER, Articles of Dissolution have been executed concurrently herewith and shall be filed with the Secretary of State in Tallahassee.

RESOLVED FURTHER, the members acknowledge that the Company has no assets or liabilities as of the date hereof.



Christopher A. Russo

Date: 8/27/04



Bryan Halda

Date: 08/27/04