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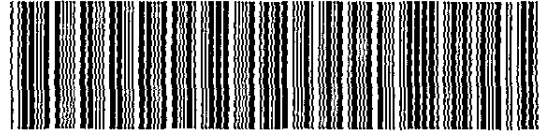
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DIVISION OF CORPORATIONS
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FINE & LICITRA, LLP
ATTORNEYS AND COUNSELORS

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Daniela Fonseca
Edward A. Licitra

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2333 Ponce de Leon Boulevard
Coral Gables, Florida 33134
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November 16, 2005

VIA FEDEX

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

To whom it may concern:

Enclosed please find the following documents to be filed with the Florida Department of State:

Grimpa Holdings, LLC cover letter, resignation of manager and \$25 filing fee check;
Grimpa, LLC cover letter, resignation of manager and \$25 filing fee check; and
Grimpa, LLC 2005 Amended Annual Report and \$50 filing fee check.

If you have any questions or need any additional documentation, please do not hesitate to contact me.

Sincerely,

FINE & LICITRA, LLP


Daniela Fonseca

DF/mc
Enc.: As stated

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GRIMPA HOLDINGS, LLC
(Name of Limited Liability Company)

Dear Sir or Madam:

The enclosed Resignation of Member, Managing Member or Manager and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

CLAUDIO COSTA
(Name of Person)

GRIMPA HOLDINGS, LLC
(Firm/Company)

848 BRICKELL AVENUE SUITE 625
(Address)

MIAM, FL 33131
(City/State and Zip Code)

For further information concerning this matter, please call:

DANIELA FONSECA at (305) 424-2400
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

\$25 Filing Fee

\$55 Filing Fee &
Certified Copy



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

RESIGNATION OF MEMBER, MANAGING MEMBER OR MANAGER

I, FREDERICO PESSOA LINS, hereby resign as MANAGER
(Title)

of GRIMPA HOLDINGS, LLC
(Limited Liability Company)

a limited liability company organized under the laws of the State of FLORIDA

and affirm that the limited liability company has been notified in writing of the resignation.

Federico Pessoa Lins
(Signature of resigning manager, managing member or member)

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DIVISION OF CORPORATIONS
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FILING FEE IS \$25.00

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314