

K. RASS MONROE, P.A.

ATTORNEYS AT LAW

■ Nancy Shen  
Email: nshen@krassmonroe.com  
www.krassmonroe.com  
Direct Dial (612) 885-1288

L99000000258

May 27, 1999

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

Re: Franchise Capital Partners, L.C.  
Our File No. 10022-2

Dear Department of State:

Enclosed for filing in connection with the above matter are Articles of Dissolution and a check in the amount of \$61.25 (\$52.50 filing fee and \$8.75 for Certificate of Status).

If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

KRASS MONROE, P.A.

*Nancy Shen*

Nancy Shen  
Attorney at Law

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-06/01/99--01105--008  
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Enclosures

cc: Jonathan Cran

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**ARTICLES OF DISSOLUTION  
FOR  
FRANCHISE CAPITAL PARTNERS, L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

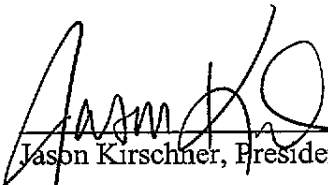
- 1.0 The name of the limited liability company is **FRANCHISE CAPITAL PARTNERS, L.C.**
- 2.0 The effective date of the limited liability company's dissolution is the date that these Articles of Dissolution have been filed with the Florida Department of State.
- 3.0 The limited liability company's dissolution is pursuant to Florida Statutes §608.441 by which the limited liability company is dissolved by mutual agreement of the members and managers of the limited liability company.
- 4.0 All debts, obligations and liability of the limited liability company have been paid or discharged.
- 5.0 All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.
- 6.0 There are no suits pending against the limited liability company in court.

Signatures of all Members:

Date:

May 20, 1999

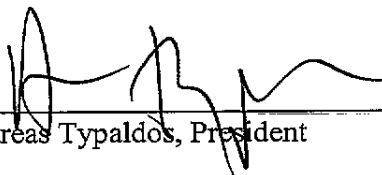
**LABRADOR HOLDINGS, INC.,**  
a Florida corporation

  
Jason Kirschner, President

**PATRA HOLDINGS, L.C.,**  
a New York limited liability company

Date:

May 12, 1999

  
Andreas Typaldos, President

SECRETARY OF STATE  
701 LAKEVIEW BLVD  
TALLAHASSEE, FLORIDA

99 JUN -1 PM 5:00

FILED