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(Business Entity Name)

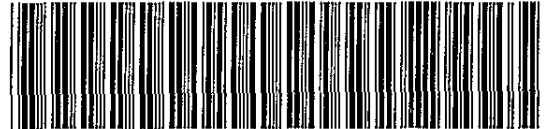
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Law Office of
MARILYN K. SUMMITT, P.A.
A Professional Association

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 18, 2002

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Gatto Astucci Latin America, Inc.

Dear Sir or Madam:


Enclosed are for filing is an Original and one copy of the Articles of Dissolution of the above listed Florida corporation. Also enclosed in a check payable to the Florida Department of State for the following fees:

Filing Fee for Dissolution	\$ 35.00
Certified Copy Fee	<u>8.75</u>
Total Fees enclosed	\$ 43.75

Upon filing of the enclosed Articles of Dissolution, please return the Certified Copy marked "filed" to my address as indicated at the top of this letter. In the event you have any questions or comments, please do not hesitate to contact me. I appreciate your continuing cooperation and assistance in these matters.

Yours very truly,

MARILYN K. SUMMITT, P.A.


M. K. Summitt, Esq.
For the Firm

Enclosures: Original and Copy
Filing Fee Check No. 1262

ARTICLES OF DISSOLUTION
OF

GATTO ASTUCCI LATIN AMERICA, INC.

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02 DEC 23 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, the undersigned corporation files the following Articles of Dissolution for the purpose of dissolving the Corporation:

- a. The name of the Corporation is:

GATTO ASTUCCI LATIN AMERICA, INC.

- b. The dissolution was authorized on the 18th day of December, 2002.

c. The dissolution was unanimously approved by the Shareholders, and the number cast for dissolution was sufficient for approval.

- d. The dissolution of the Corporation shall be effective on December 31, 2002.

DATED: December 18, 2002.

GATTO ASTUCCI LATIN AMERICA, INC.

By: 
D. Michael Lewis, Assistant Secretary

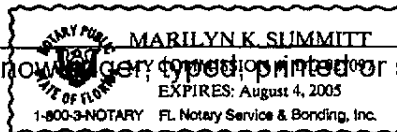
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared D. Michael Lewis, who is to me well known to be the person described in and who executed the foregoing Articles of Dissolution, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in said county and state this 18th day of December, 2002.

(SIGNATURE OF PERSON TAKING ACKNOWLEDGEMENT)

(Name of acknowledge, typed, printed or stamped)



(Title or rank)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA