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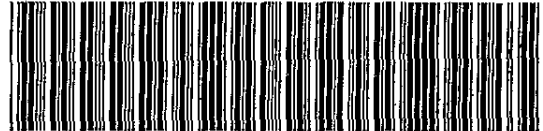
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V SHEPARD MAY 12 2003

BENTLEY'S MORTGAGE INTERNATIONAL II, INC.
885 Fathom Rd.
North Palm Beach, FL 33408
• (561) 626-4980 (o) • (561) 775-7041 (Fax) •
xammax1367@aol.com

April 30, 2003

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Dissolution of Bentley's Mortgage International II, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Dissolution for Bentley's Mortgage International II, Inc., together with a check in the amount of \$35.00. Please process this immediately.

I am enclosing copies of the above so that you can send me conformed copies of the Articles, after they have been acted upon by your office.

Sincerely yours,



Max Tochner

MT:mt Enclosures

ARTICLES OF DISSOLUTION

OF

BENTLEY'S MORTGAGE INTERNATIONAL II, INC.

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PURSUANT TO THE PROVISIONS OF SECTION 607.1403 of the Florida Statutes, this corporation submits the following Articles of Dissolution.

ARTICLE I

The name of the Corporation is Bentley's Mortgage International II, Inc. (The "Corporation")

ARTICLE II

The date of the adoption of a resolution ("the Resolution") authorizing dissolution by the Board of Directors was April 28, 2003.

ARTICLE III

The number of votes cast for dissolution by the shareholders was sufficient to approve.

Signed this 30th day of April 2003.

BENTLEY'S MORTGAGE INTERNATIONAL II, INC.



Max Tochner
Its: President

APPROVED BY:



Asst, Secretary: Max Tochner