

P000000101639



ACCOUNT NO. : 072100000032

REFERENCE : 247050 11654A

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED  
2001 OCT 30 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : October 30, 2001

ORDER TIME : 10:13 AM

ORDER NO. : 247050-005

CUSTOMER NO: 11654A

CUSTOMER: Ms. Maria Acosta  
Holtzman, Equels & Furia  
2601 South Bayshore Drive  
Suite 600  
Miami, FL 33133

3000004658443--5

DOMESTIC FILINGS

NAME: CENMI, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT# 1115

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
01 OCT 30 PM 12:12  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

C. Coullatte OCT 30 2001

**ARTICLES OF DISSOLUTION  
OF  
CENMI, INC.**

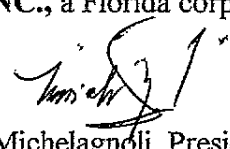
Pursuant to the provisions of Section 607.1401 of the Florida Business Corporation Act, CENMI, INC., a Florida corporation (the "Company"), hereby adopts the following Articles of Dissolution and certifies the following information for the purpose of dissolving the Company:

0. The name of the Company filing these Articles of Dissolution is CENMI, INC., a Florida corporation.
1. The filing date of the articles of incorporation was October 30, 2000, evidenced by document number # P00000101639.
2. The corporation has not commenced business.
3. The effective date of the Company's dissolution is October 22, 2001.
0. The Company elected to dissolve by written consent of its Shareholder, the votes cast for dissolution being sufficient for approval, as of October 22, 2001.
1. All debts, obligations and liabilities of the Company have been paid or discharged.
2. There are no suits pending against the Company in any court.

**IN WITNESS WHEREOF**, the undersigned being the President of CENMI, INC., a Florida corporation, has executed these Articles of Dissolution on behalf of the company as of the 22, day of October, 2001.

CENMI, INC., a Florida corporation

By:

  
Miguel Michelagnoli, President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WRITTEN CONSENT OF THE SOLE SHAREHOLDER  
OF CENMI, INC.**

**IN LIEU OF A SPECIAL MEETING**

The undersigned, being the Sole Shareholder of CENMI, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), pursuant to the provisions of Section 607.0704 and Section 607.0821 of the Florida Business Corporation Act, does hereby waive all formal requirements, including the necessity of holding a formal meeting, and any requirements that notice of such meeting be given, and does hereby adopt, approve and consent to the resolutions set forth below, to the same extent and with the same force and effect as if adopted at a formal meeting of the sole shareholder of the Corporation, duly called and held for the purpose of adopting the following resolutions.

**RESOLVED**, that the sole Shareholder of the Corporation hereby consents to the dissolution and liquidation of the Corporation; and

**RESOLVED**, that the Articles of Dissolution in substantially the form previously presented to the undersigned are hereby approved and accepted and an officer of the Corporation is authorized and directed to cause to be filed with the Florida Department of State the said Articles of Dissolution; and

**RESOLVED**, that the Corporation shall liquidate and distribute any and all of its assets of any kind whatsoever to its sole shareholder in accordance with its rights and interests as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable; and

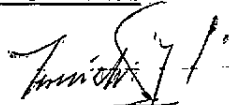
**RESOLVED**, that an Officer of the Corporation be, and that he is hereby authorized and directed to execute such assignments and conveyances, and to do and perform such acts as may be necessary or appropriate for the carrying out of the purposes of the foregoing resolutions; and

**RESOLVED**, that the President of the Corporation is hereby authorized to engage the services of such accountants, appraisers, attorneys, and other professionals to provide advice and counsel to the Corporation in connection with any and all matters addressed in the previous resolutions as such officers shall deem necessary or advisable under the circumstance; and it is

**FURTHER RESOLVED**, that any and all actions heretofore or hereinafter taken by the officer of the Corporation in connection with any and all of the matters discussed in the foregoing resolutions are hereby confirmed and ratified as properly authorized acts of the Corporation.

**IN WITNESS WHEREOF**, the undersigned constituting the Sole Shareholder, has executed this written consent to action on this 22 day of October, 2001.

**SOLE SHAREHOLDER:**



MIGUEL MICHELAGNOLI