

PO0000113277

ALLEY, MAASS, ROGERS & LINDSAY, P.A.

RAYMOND C. ALLEY (1893-1975)
HAROLD G. MAASS (OF COUNSEL)
EDWARD D. LEWIS (OF COUNSEL)
DOYLE ROGERS
ALAN LINDSAY
NEAL W. KNIGHT, JR.
DAVID H. BAKER
WILLIAM W. ATTERBURY III
LOUIS L. HAMBY III
ROBB R. MAASS
M. TIMOTHY HANLON
WARREN D. HAYES, SR.
GENE D. LIPSCHER
STUART J. HAFT
DAVID M. SCOTT

321 ROYAL POINCIANA PLAZA, SOUTH
POST OFFICE BOX 431
PALM BEACH, FLORIDA 33480-0431
(561) 659-1770
FACSIMILE (561) 833-2261
FROM BROWARD (954) 421-1540

FORT LAUDERDALE OFFICE
1600 S.E. 17TH STREET CAUSEWAY
SUITE 404
FORT LAUDERDALE, FLORIDA 33316
(954) 767-0215
FACSIMILE (954) 761-7544

July 2, 2001

CERTIFIED MAIL 7106 4575 1294 2211 7703
RETURN RECEIPT REQUESTED

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

600004461026--3
-07/06/01--01019--001
*****35.00 *****35.00

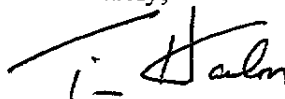
Re: G. Roles International, Inc.

Dear Sir or Madam:

Enclosed for filing please find an original and copy of Articles of Dissolution for the above-referenced corporation, together with a check in the amount of \$35.00 to cover the filing fee.

Please stamp as filed the enclosed copy of the Articles and return them to me.

Sincerely,



M. Timothy Hanlon

MTH/cmc
Enclosures
cc: Mrs. Grace Roles

FILED
01 JUL -6 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUL 11 2001

Dissolution

ARTICLES OF DISSOLUTION
OF
G. ROLES INTERNATIONAL, INC.
PURSUANT TO §607.1402 OF
THE FLORIDA GENERAL BUSINESS CORPORATION ACT

To: Department of State
Tallahassee, Florida 32304

Date Paid _____
Filing Fee \$ _____

FILED
01 JUL -6 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1402 of the Florida General Corporation Act, G. Roles International, Inc. (the "Corporation") adopts the following articles of dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is G. Roles International, Inc.
2. The name and address of the officer of the Corporation is as follows:

<u>Name</u>	<u>Officer</u>	<u>Address</u>
Grace Roles	President	1757 Breakers Pointe Way West Palm Beach, Florida 33411

3. The name and address of the sole director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Grace Roles	1757 Breakers Pointe Way West Palm Beach, Florida 33411

4. All liabilities and obligations of the Corporation have been paid, discharged or adequate reserves have been established.

5. All the property and assets of the Corporation remaining after the payment of all debts, obligations, and liabilities of the Corporation, have been distributed to the shareholders in accordance with their rights and interests.

6. There are no actions pending against the Corporation in any court.

7. The Corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has been signed by the shareholders of the Corporation. A copy of such written consent is attached to these articles.

Dated: June 19, 2001

G. ROLES INTERNATIONAL, INC.

By: Grace Roles, President
Grace Roles, President

**WRITTEN ACTION OF THE SOLE SHAREHOLDER AND DIRECTOR
OF
G. ROLES INTERNATIONAL, INC.**

The undersigned, being the sole Shareholder and Director of G. ROLES INTERNATIONAL, INC., a Florida corporation ("Corporation"), hereby takes the following written action as of June 19, 2001, in lieu of holding a meeting regarding same, all pursuant to the terms of §§607.0704 and 607.0821 Florida Statutes:

RESOLVED, that the Board of Directors hereby recommends to the Shareholder that the Corporation be dissolved as of June 19, 2001. Furthermore, the sole Shareholder hereby adopts such recommendation to dissolve the Corporation.

FURTHER RESOLVED, that the Corporation shall take the necessary steps to dissolve as of June 19, 2001 and shall distribute all of the property and assets of the Corporation, which remain after payment of all its debts, obligations and liabilities, to Grace Roles, the Corporation's sole shareholder.

FURTHER RESOLVED, that the officer and director of the Corporation are hereby authorized and directed to take any and all action necessary to effectuate the foregoing resolution.

DATED: June 19, 2001

Grace Roles

Grace Roles, Director and Shareholder