

FROM : Michael S. Bloom, P.A.
Division of Corporations

FAX NO. : 954-981-1668

Mar. 18 2002 01:14PM P1/6
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Florida Department of State
Division of Corporations
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From: Account Name : KLEIN AND FORTUNE, P.A.
Account Number : 072720000075
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02 MAR 18 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

DISSOLUTION

DON GUIDO ITALIAN RESTAURANT, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

VOIDS
FEE
3/18/02
[Signature]

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**ARTICLES OF DISSOLUTION OF
DON GUIDO ITALIAN RESTAURANT, INC.**

I, the undersigned, President and Secretary of Don Guido Italian Restaurant, Inc., a corporation organized under the laws of the State of Florida, do hereby, pursuant to Florida Statute §607.0704, adopt these Articles Of Dissolution and certify as follows:

1. The name of the corporation is Don Guido Italian Restaurant, Inc.
2. The Certificate Of Incorporation of said corporation was filed in the Office of the Secretary of State, State of Florida, on the 20th day of July, 2001.
3. The name and post office address of the sole officer of the corporation is as follows:

Olga Schietromo
201 Northwest 187th Avenue
Pembroke Pines, FL 33029

4. The name and post office address of the sole director of the corporation is as follows:

Olga Schietromo
201 Northwest 187th Avenue
Pembroke Pines, FL 33029

5. All debts, obligations and liabilities of the corporation have been paid and discharged.
6. All of the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

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TALLAHASSEE, FLORIDA

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7. There is no actions pending against the corporation in any court.
8. The corporation has elected to dissolve by act of the corporation and a copy of the Consent To Dissolution Of Don Guido Italian Restaurant, Inc. is set forth herein, to wit:

"RESOLVED, that in the judgment of the Board of Directors of the corporation, it is deemed advisable and for the benefit of the corporation that it be liquidated and dissolved;

RESOLVED, that the duly authorized officers of the corporation be and they are hereby authorized and directed to file a Certificate Of Dissolution with the Office of the Secretary of State, State of Florida;

RESOLVED, that the duly authorized officers of the corporation be and they are hereby authorized and directed to pay all fees and taxes and to do or cause to be done all other acts and things as they deem necessary and proper in order to carry out the dissolution of the corporation and to effectuate the purposes of the foregoing Resolutions."

9. The shareholders of the corporation adopted the aforesaid Resolutions of the Board of Directors of the corporation on the 30th day of November, 2001.
10. The effective date of the dissolution shall be the 30th day of November, 2001.

IN WITNESS WHEREOF, we have made and executed these Articles Of Dissolution on

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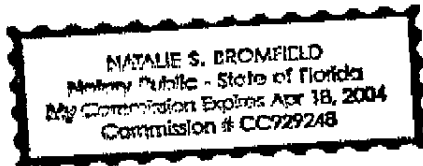
this 30th day of November, 2001, at Broward County, Florida.

WITNESSES:

Olga Schietromo
Olga Schietromo, President
Olga Schietromo
Olga Schietromo, Secretary
(Corporate Seal)

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

The foregoing Articles of Dissolution were acknowledged before me this 19th day of January, 2002, by Olga Schietromo, as President and Secretary of Don Guido Italian Restaurant, Inc., a Florida corporation, on behalf of the corporation. She (is personally known to me) (has produced a Florida Driver's License as identification), and did not take an oath.



Signed:

[Signature]

Print:

Natalie Bromfield
Notary Public, State of Florida

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**CONSENT TO DISSOLUTION OF
DON GUIDO ITALIAN RESTAURANT, INC.**

I, the undersigned shareholder of Don Guido Italian Restaurant, Inc., a corporation organized under the laws of the State of Florida, do hereby, pursuant to Florida Statute §607.0704, give my consent to the following resolution:

RESOLVED, that in the judgment of the Board of Directors of the corporation, it is deemed advisable and for the benefit of the corporation that it be liquidated and dissolved;

RESOLVED, that the duly authorized officers of the corporation be and they are hereby authorized and directed to file a Certificate Of Dissolution with the Office of the Secretary of State, State of Florida;

RESOLVED, that the duly authorized officers of the corporation be and they are hereby authorized and directed to pay all fees and taxes and to do or cause to be done all other acts and things as they deem necessary and proper in order to carry out the dissolution of the corporation and to effectuate the purposes of the foregoing Resolutions.

IN WITNESS WHEREOF, I have made and executed this Consent To Dissolution Of Don Guido Italian Restaurant, Inc. on this 30th day of November, 2001, at Broward County, Florida.

WITNESSES:

Blinda Cardolpo

Louiseann Bruni

Olga Schietromo

Olga Schietromo, President

Olga Schietromo

Olga Schietromo, Secretary

(Corporate Seal)

FROM : Michael S. Bloom, P.A.

FAX NO. : 954-981-1668

Mar. 18 2002 01:15PM P6/6

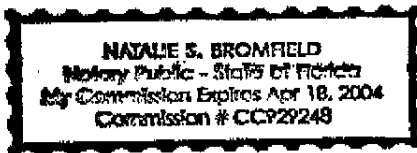
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STATE OF FLORIDA

COUNTY OF BROWARD

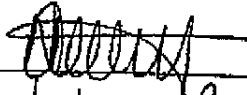
)
) SS
)

The foregoing Consent To Dissolution Of Don Guido Italian Restaurant, Inc. was acknowledged before me this 19 day of January, 2002, by Olga Schietromo, as President and Secretary of Don Guido Italian Restaurant, Inc., a Florida corporation, on behalf of the corporation. She (is personally known to me) (has produced a Florida Driver's License as identification), and did not take an oath.



Signed:

Print:



Natalie Bromfield
Notary Public, State of Florida