

P02000074462

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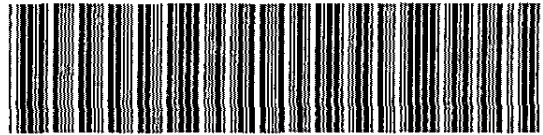
(Business Entity Name)

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FILED  
04 DEC 16 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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12/21*

**ARTICLES OF DISSOLUTION  
PURSUANT TO SECTION 607.1403  
OF THE  
FLORIDA BUSINESS CORPORATION ACT**

FILED  
04 DEC 16 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is:

ITALIAN CASH AND CARRY, INC.

2. The Corporation was incorporated pursuant to the provisions of the Florida General Corporation Act, on July 9, 2002, and assigned document number P02000074462.

3. A majority of the shareholders at a meeting held on December 1, 2004, at which a quorum was present, voted to approve the dissolution of the Corporation.

4. Pursuant to the Corporation's By-Laws, the required majority of the shareholders approved the dissolution of the Corporation effective December 1, 2004, and the officers of the Corporation are hereby authorized and directed to file these Articles of Dissolution with the Secretary of State.

Dated: As of December 1, 2004.

ITALIAN CASH AND CARRY, INC.  
a Florida corporation

By: Brian Velez  
Brian Velez, President

**ITALIAN CASH AND CARRY, INC.  
BOARD OF DIRECTORS AND SHAREHOLDERS  
ACTION BY CONSENT**

The undersigned, being all of the members of the Board of Directors and all of the Shareholders of ITALIAN CASH AND CARRY, INC., a Florida corporation (the "Corporation"), hereby consents to the following actions by the Board of Directors and Shareholders of the Corporation and instructs the Secretary of the Corporation to enter this Certificate into the minutes of the proceedings of the Corporation:

"WHEREAS, the Board of Directors has determined that it is desirable to effect dissolution of the Corporation;

"NOW, THEREFORE, BE IT RESOLVED THAT all of the Shareholders have consented to the dissolution of the Corporation;



"RESOLVED, that Brian Velez as President of the Corporation, be and he is hereby authorized and directed to execute, on behalf of the Corporation, any and all documents necessary to carry out the dissolution, and to file with the Florida Secretary of State any and all documents necessary to effect the dissolution of the Corporation; and

"RESOLVED, that the actions provided for in the foregoing resolution providing for the dissolution of the Corporation be commenced immediately and be completed as soon as practicable, but in no event later than January 1, 2005; and

"RESOLVED, that Brian Velez as President of the Corporation, be and he is hereby authorized and directed to pay all such fees and taxes and to do or cause to be done such further acts and things as he may deem necessary or proper in order to carry out the dissolution of the Corporation and fully to effectuate the purposes of the foregoing resolution."

EXECUTION of this certificate by the undersigned, being all of the members of the Board of Directors and all of the Shareholders of the Corporation, waives any requirement of a formal meeting and notice thereof to conduct the business referred to herein.

DATED as of the 1 day of December, 2004.

  
\_\_\_\_\_  
Brian Velez  
  
\_\_\_\_\_  
BIAGIO MONTAIUTI

\_\_\_\_\_  
*any other shareholders or officers/directors*