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SERBER ASSOC

Division of Corporations

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Florida Department of State
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DIVISION OF CORPORATIONS

DISSOLUTION

1545 OCEAN CORP.

Certificate of Status	1
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Dissolution
[Signature]

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ARTICLES OF DISSOLUTION
OF
1545 OCEAN CORP.

The undersigned, President and Secretary of 1545 OCEAN CORP., a Florida Corporation, do hereby certify the following in connection with the dissolution of the Corporation:

1. The name of the Corporation is 1545 OCEAN CORP.
2. The names and addresses of the Officers of the Corporation are as follows:

Name and AddressOffice(s) Held

Menachem Leibel
822 Meridian Lane
Hollywood, Florida 33019

President, Secretary, Treasurer

Mira Wagner de Leibel
822 Meridian Lane
Hollywood, Florida 33019

Vice-President

3. The names and addresses of the Directors of the Corporation are as follows:

Name and Address

Menachem Leibel
822 Meridian Lane
Hollywood, Florida 33019

Mira Wagner de Leibel
822 Meridian Lane
Hollywood, Florida 33019

4. That all debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision made for their payment and/or discharge.
5. That all the remaining assets of the Corporation have been distributed among its Shareholders in accordance with their respective interests in the Corporation.
6. That there are no actions pending against the Corporation in any court.
7. That a copy of the Written Consent of Directors and Shareholders pursuant to Chapter 607, Florida Statutes, is attached hereto.

DATED this 11th day of March, 2004.



MENACHEM LEIBEL
President, Secretary, Treasurer, Director



MIRA WAGNER DE LEIBEL

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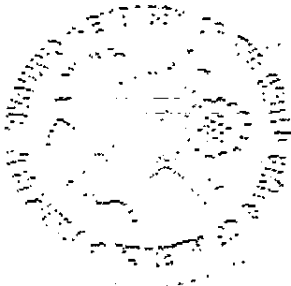
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Vice-President, Director

U.S. EMBASSY Bolivarian Republic)
 Of Venezuela)
 City of Caracas)
COUNTY OF Embassy of the)SS:)
 United States of America)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MENACHEM LEIBEL and MIRA WAGNER DE LEIBEL, ~~to me known to be~~ the President, Secretary, Treasurer, and Vice-President and Director respectively, and they acknowledged and swore before me that they executed said Articles of Dissolution.

WITNESS my hand and official seal at CARACAS, said County and State, this 11th day of March, 2004.




NOTARY PUBLIC, County of Matthew A. Cottrell
Print Name: Consul of The
My Commission Expires: United States of America

DOES NOT EXPIRE

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**WRITTEN CONSENT OF THE DIRECTORS AND SHAREHOLDERS
OF 1545 OCEAN CORP.
TO DISSOLVE AND LIQUIDATE**

The undersigned, being all the Directors and all Shareholders of 1545 OCEAN CORP, a Florida Corporation (the "Corporation"), by their signatures hereto pursuant to Section 607.134 and 607.394 of the Florida General Corporation Act, hereby adopt this Written Consent in lieu of a formal meeting, waive all notice of the time, place and objects of a meeting, and consent to, approve and adopt the following acts:

BE IT RESOLVED, by all the Stockholders and Directors of the Corporation, that it is in the best interests of the Corporation to fully liquidate and dissolve; and be it

FURTHER RESOLVED, that after paying or adequately providing for all of its known debts and liabilities, plus all sums due and paid hereafter pursuant to the Corporation's accounts receivables shall be set aside as a reserve fund for the payment of estimated expenses, taxes, unascertained or contingent liabilities, and expenses and costs of winding up, distribution and dissolution; and be it

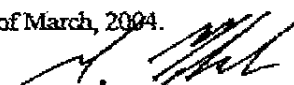
FURTHER RESOLVED, that, at such time as all liabilities of the Corporation have been paid or adequately provided for and when there shall be no further need for the aforesaid reserve fund, the balance in said reserve fund, if any, shall be distributed to each of the Shareholders in accordance with their respective shareholdings; and be it

FURTHER RESOLVED, that, distribution of the aforesaid assets pursuant to the plan herein provided in this consent is subject to the following conditions:


1. That each Shareholder properly endorse and surrender the certificate or certificates evidencing that Shareholder's ownership of shares of the capital stock of this Corporation.
2. That such distribution shall be in complete satisfaction of the rights of each Shareholder of this Corporation upon distribution and liquidation of assets.

FURTHER RESOLVED, the President and Secretary of this Corporation are authorized, empowered and directed to execute and deliver in the name of and on behalf of the Corporation, all deeds, bills of sale, assignments, and other instruments of transfer as may be deemed necessary or proper, and that in general the Officers and Directors of this Corporation are hereby empowered, authorized, and directed to do any and all acts and things necessary to carry out, perform, implement, and consummate said plan of distribution and to wind up all corporate affairs and dissolve this Corporation.

EXECUTED this 4th day of March, 2004.



1545 OCEAN CORP, Director and Shareholder



1545 OCEAN CORP, Director and Shareholder