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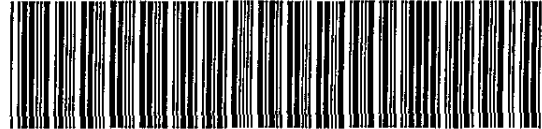
(Business Entity Name)

(Document Number)

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04 FEB 13 AM 10:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN FEB 19 2004

Dissolution

**FRANK WOLLAND**

ATTORNEY AT LAW

12865 WEST DIXIE HIGHWAY

SECOND FLOOR

NORTH MIAMI, FL 33161

TEL: (305) 899-8588 • FAX: (305) 892-8434

February 9, 2004

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Dissolution

Gentlemen/Ladies:

Enclosed please find Articles of Dissolution of All American Grocery, Inc. and our check in the sum of \$35.00 in payment of your fee for same.

Should you need anything further from us please advise.

Very truly yours,

  
\_\_\_\_\_  
Frank Wolland, Esq.

FW/bb

Encl.

Iraod

**ARTICLES OF DISSOLUTION OF ALL AMERICAN GROCERY INC. PURSUANT  
TO SECTION 607.1403 OF FLORIDA BUSINESS CORPORATION ACT**

To: Division of Corporations, State of Florida  
Department of State  
Tallahassee, Florida 32314

January 26, 2004

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, the Florida Business corporations Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation.

1. The name of the corporation is All American Grocery Inc
2. The only officers and directors of the corporation are Maimon Levy, President and Imri Rothenberg, Vice President.
3. The shareholders of this corporation are IMRI ROTHENBERG and MAIMON LEVY, each of whom own 500 shares of the authorized 1,000 shares of stock of the corporation.
4. This Dissolution was authorized on January 20, 2004.
5. The dissolution of this corporation was approved by a unanimous vote of all 1,000 of the outstanding shares of stock of the corporation.
6. All of the liabilities and obligations of the corporation have been paid or discharged.
7. No property or assets remained to be distributed among the shareholders after the payment of all debts, obligations, and liabilities of the corporation.
8. There are no actions pending against the corporation in any court or administrative tribunal.
9. The corporation elected to dissolve by unanimous written consent of its shareholders and such written consent has been signed by all the shareholders of the corporation.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10. That a special meeting of the shareholders of the corporation, the following resolution which is by reference attached and incorporated herein.

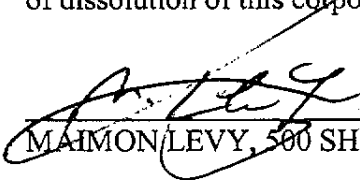
Dated this 26 day of January, 2004.

ALL AMERICAN GROCERY INC

By

  
IMRI ROTHENBERG, VICE PRESIDENT

We, all of the holders of the outstanding stock of the corporation concur in these articles of dissolution of this corporation.

  
MAIMON/LEVY, 500 SHARES

  
IMRI ROTHENBERG, 500 SHARES

RESOLUTION NO. 04\_\_\_\_

A RESOLUTION OF THE ALL AMERICAN GROCERY, INC.  
AUTHORIZING THE ARTICLES OF DISSOLUTION OF THE  
CORPORATION TO FILED WITH THE DIVISION OF CORP-  
ORATIONS OF THE DEPARTMENT OF STATE WITH THE  
REQUIRED FILING FEE TO EFFECT THE DISSOLUTION OF  
THE SAID CORPORATION.

WHEREAS, the shareholders, officer and director of the All American Grocery Inc  
Desire to effect the dissolution of the said corporation according to the law of Florida; and,

WHEREAS, counsel for the corporation has been authorized to prepare the required  
articles of dissolution and this resolution and to submit same to the Division of Corporations of  
the Department of State of Florida; and,

WHEREAS, to carry out this intention the said articles of dissolution and this resolution  
have been prepared and executed for the reasons expressed therein:

NOW THEREFORE BE IT RESOLVED by the Officer, Director and Shareholders of the  
All American Grocery Inc , as follows:

Section 1. That these articles and this resolution represent the expressed intent of the  
officer, director and all of the shareholders of the corporation who wish to dissolve the corpora-  
tion in the manner required by law.

Section 2. That attorney Frank Wolland be and is hereby authorized to file the said  
documents with the Division of Corporations of the Department of State of Florida.

Passed and adopted this \_\_\_\_day of January, 2004



MAIMON LEVY, PRESIDENT  
ALL AMERICAN GROCERY INC