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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLD/Bs on
3-14-06

March 2, 2006

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Nico's Clothing, Inc.
Corporate Dissolution

Dear Sirs:

Please find enclosed the Articles of Dissolution for the above corporation for filing with your department, along with our check for \$35.00 to cover the fee charge. We have also enclosed a copy of the Articles for you to validate and return for our files.

Should you have any questions regarding this dissolution, please contact:

Alejandro Caballero
1875 Bridgewater Drive
Heathrow, FL 32746

Thank you for your assistance.

Sincerely yours,

Nico's Clothing, Inc.

A handwritten signature in black ink, appearing to read 'Alejandro Caballero', is written over a horizontal line.

Alejandro Caballero, President

Enclosures

ARTICLES OF DISSOLUTION
OF
NICO'S CLOTHING, INC.

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Dissolution:

ARTICLE I - Name of Corporation

The name of the corporation is Nico's Clothing, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II - Date of Dissolution Authorized

The dissolution of the Corporation was authorized on December 31, 2005.

ARTICLE III - Approval of Dissolution

The dissolution was approved by all shareholders and the Board of Directors of the Corporation by written consent dated December 31, 2005, pursuant to Sections 607.0704 and 607.0821 of the Florida Statutes.

ARTICLE IV - Effective Date of Dissolution

The Corporation shall be dissolved effective upon the filing of the Articles of Dissolution.

Dated this 31th day of December, 2005.

NICO'S CLOTHING, INC.

By: 

Alejandro Caballero

FILED
2006 MAR 14 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WRITTEN CONSENT OF THE DIRECTORS OF NICO'S CLOTHING, INC.
TO ACTION IN LIEU OF A MEETING OF THE BOARD OF DIRECTORS OF
NICO'S CLOTHING, INC. PURSUANT TO SECTION 607.0821
OF THE FLORIDA STATUTES

The undersigned, being all of the Directors of Nico's Clothing, Inc., a Florida corporation (hereinafter referred to as the "Corporation"), hereby consent to, authorize, adopt and approve the following corporate actions and resolutions by written consent in lieu of a meeting of the Board of Directors of the Corporation pursuant to Section 607.0821 of the Florida Statutes:

RESOLVED, that the Corporation be voluntarily liquidated and dissolved and that its officers are authorized and directed to take all actions necessary to implement such liquidation and dissolution under the laws of the State of Florida; and

FURTHER RESOLVED, that the complete liquidation and dissolution of the Corporation be effected as soon as possible under the Plan of Complete Liquidation and Dissolution attached hereto as Exhibit "A"; and

FURTHER RESOLVED, that the Board of Directors of the Corporation hereby recommends that all of the shareholders of the Corporation authorize the liquidation and dissolution of the Corporation.

Dated this 31th day of December, 2005.

✓ 

Alejandro Caballero

WRITTEN CONSENT OF THE SHAREHOLDERS OF NICO'S CLOTHING, INC.
TO ACTION IN LIEU OF A MEETING OF THE SHAREHOLDERS OF NICO'S
CLOTHING, INC. PURSUANT TO SECTION 607.0704
OF THE FLORIDA STATUTES

The undersigned, being the shareholder of Nico's Clothing, Inc., a Florida corporation (hereinafter referred to as the "Corporation"), hereby consents to, authorizes, adopts and approves the following corporate actions and resolutions by written consent in lieu of a meeting of the shareholders of the Corporation pursuant to Section 607.0704 of the Florida Statutes:

RESOLVED, that the Corporation be voluntarily liquidated and dissolved and that its officers are authorized and directed to take all actions necessary to implement such liquidation and dissolution under the laws of the State of Florida; and

FURTHER RESOLVED, that the complete liquidation and dissolution of the Corporation be effected as soon as possible under the Plan of Complete Liquidation and Dissolution attached hereto as Exhibit "A".

Dated this 31th day of December, 2005.



Alejandro Caballero