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TALLAHASSEE, FLORIDA

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November 18, 2004

VIA FEDEX

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

Re: FBS Comerciales, Inc.

Gentlemen:

Please be advised that on October 8, 2003, F.B.S. Comerciales, Inc. was incorporated in the State of Florida. We now wish to dissolve the Florida corporation and register with the Florida Secretary of State, a corporation which was incorporated under the laws of Puerto Rico and uses the same name. In this regard, please find the following:

Dissolution of Florida Corporation:

1. Articles of Dissolution to dissolve the Florida corporation.

2. A check in the amount of \$35.00 made payable to the Secretary of State to cover the filing fee.

Registration of Foreign Corporation:

1. Two executed originals of the Application by Foreign Corporation for Authorization to Transact Business in Florida.

Secretary of State

November 18, 2004

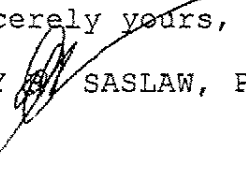
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2. Original Certificate of Existence for FBS Comerciales, Inc. dated August 13, 2004, along with a certified translation of the certificate.

3. A check in the amount of \$78.75 made payable to the Secretary of State to cover the registration fee and certified copy fee.

Please return the letter of acknowledgement and the certified copy of the Application by Foreign Corporation in the envelope provided for your convenience. If you should have any questions, please feel free to contact me.

Sincerely yours,

GARY  SASLAW, P.A.

Gary Saslaw

ckl:gs

Enclosures

Copy to: Mr. Eri Guzman

**ARTICLES OF DISSOLUTION
PURSUANT TO §607.1401 AND §607.1403
OF THE
FLORIDA GENERAL CORPORATION ACT**

Pursuant to the provisions of §607.1401 and §607.1403 of the Florida Business Corporation Act, F.B.S. Comerciales, Inc. adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is F.B.S. Comerciales, Inc.
2. On November 18, 2004, the Board of Directors and Shareholders of the corporation authorized the dissolution of the corporation.
3. The number of votes cast by the Shareholders for dissolution was sufficient for approval.
4. The effective date of the dissolution shall be upon the filing of these Articles of Dissolution with the State of Florida

Dated: November 18, 2004.

F.B.S. COMERCIALES, INC.

By: _____

Eri Guzman, President

Attest: _____

Edith Davila, Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA