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FILINGS, INC. TERESA RO	MAN		
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2805 LITTLE DEAL ROAD			
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NEW FILINGS	AMENDMENTS		SECRE DIVIS:04 04 JUN
Profit	Amendment	Amendment	
NonProfit	Resignation of R.A., Office	Resignation of R.A., Officer/Director	
Limited Liability	Change of Registered Ager	nt	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
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Other	Merger		<b>9</b>
OTHER FILINGS	REGISTRATION/ QUALIFICATION	-	
Annual Report	Foreign		
Fictitious Name	Limited Partnership	<del></del>	
Name Reservation	Reinstatement		

Examiner's Initials

Trademark

Other

CR2E031(10/92)

# The Law Offices of STEPHAN L. COHEN, P.A.

20801 Biscayne Boulevard, Suite 400 Aventura, FL 33180 Telephone: Dade (305) 792-9777 - Broward (954) 764-3600 Facsimile: (305) 792-5333

June 4, 2004

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

Telephone: (850) 245-6051

Re: AFP MANAGEMENT, LLC - Document number -L02000016633
Articles of Dissolution - Intent not to Revoke Dissolution

To whom it may concern,

The Articles of Dissolution for AFP MANAGEMENT, LLC dated 5/24/04 are being filed simultaneously herewith. Please note that the below signed authorization is being provided to you to establish that the Articles of Dissolution will not be revoked and that the intent is to immediately dissolve AFP MANAGEMENT, LLC.

Feel free to give me a call if you have any questions.

Very truly yours,

Stephan L. Cohen

SLC/st

Authorized by:

Fabrizio Passalacqua, as Manager and Sole member

of AFP MANAGEMENT, LLC.

#### ARTICLES OF INCORPORATION

## ARTICLE I - NAME

The name of this corporation is AFP Management, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be: Suite 155
1861 N. Federal Hwy.
Hollywood, Florida 33020

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

#### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

# ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

Anna Passalacqua P/S/T Suite 155, 1861 N. Federal Hwy. Hollywood, Florida 33020

#### ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Filings, Inc., a Florida Corporation 3732 N.W. 16th Street Fort Lauderdale, Florida 33311

#### ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

## ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: June 7, 2004

Filings, Inc. by Teresa Roman, Vice-President

Incorporator

Certificate designating place of business or domicle for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that AFP Management, Inc. , desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: June 7, 2004

Teresa Roman, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: June 7, 2004

Filings, Inc. by Teresa Roman, Vice-President

Tereso Roman