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COVER LETTER

| SUBJECT: BBG Holdings, Inc. | |
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| DOCUMENT NUMBER: P05000033420 | |
| The enclosed Articles of Dissolution and fee are submitted for filing. | |
| Please return all correspondence concerning this matter to the following: | |
| Michael Stratton, Esq. | |
| (Name of Contact Person) | |
| Michael Stratton, P.A. | |
| (Firm/Company) | |
| Post Office Box 1776 | |
| (Address) | |
| Winter Park, Florida 32790 | |
| (City/State and Zip Code) | |
| For further information concerning this matter, please call: | |
| Michael Stratton, Esq. at (407) 678-4529 | |
| (Name of Contact Person) (Area Code & Daytime Telephone Number) | |
| Enclosed is a check for the following amount: | |
| S35 Filing Fee \$\sum \$\subset\$\$43.75 Filing Fee & S43.75 Filing Fee & S52.50 Filing Fee, Certificate of Status & Certificate of Status & Certified Copy (Additional copy is enclosed) \$\subset\$ \$\text{\$\subset\$\$\subset\$\$\subset\$\$43.75 Filing Fee & S52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed) | |
| MAILING ADDRESS: Amendment Section STREET ADDRESS: Amendment Section | |
| Division of Corporations Division of Corporations | |
| P.O. Box 6327 Clifton Building Tallahassee, FL 32314 2661 Executive Center Circle | |

Tallahassee, FL 32301

BBG HOLDINGS, INC.

ARTICLES OF DISSOLUTION

BBG Holdings, Inc., a Florida corporation, executes the following articles of dissolution pursuant to Section 607.1401 of the Florida Business Corporation Act:

FIRST: The name of the corporation is BBG Holdings, Inc. (the "Corporation").

SECOND: The company's articles of incorporation were filed on February 24, 2005.

THIRD: The Corporation has not commenced business and none of the

Corporation's shares of stock have been issued.

FOURTH: The Corporation does not have any unpaid debt.

FIFTH: A majority of the directors of the Corporation authorized the dissolution of

the Corporation on March 30, 2006.

EXECUTED:

BBG Holdings, Inc.

Benjamin S. Lerner

Director

6 HAY -8 PN 12: CECRETARY OF STATE