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DISSOLUTION OR WITHDRAWAL GRUPO USA, INC.

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April 8, 2010

FLORIDA DEPARTMENT OF STATE Division of Corporations

GRUPO USA, INC. 10200 SUNSET DR MIAMI, FL 33173

SUBJECT: GRUPO USA, INC.

REF: P06000036835

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Darlene Connell Regulatory Specialist II

FAX Aud. #: H10000075367 Letter Number: 510A00008674 / Audit No.:

H10000076387 3

ARTICLES OF DISSOLUTION

OF

GRUPO USA,INC.

Pursuant to Florida Statutes § 607.1403, this Florida profit corporation submits the following articles of dissolution:

ARTICLE I.

The name of the corporation as currently filed with the Florida Department of State is GRUPO USA, INC., a Florida corporation ("Corporation").

ARTICLE II.

The document number of the Corporation is: P06000036835

ARTICLE III

The dissolution was authorized on February 18, 2010.

ARTICLE IV

Dissolution was approved by the sole Shareholder of the Corporation. The number of votes cast for dissolution was sufficient for approval.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed this _5 day April of February, 2010.

Dr. Rodolf Hernandez Gutierrez

Directo

398,0020/701028

Audit No: H10000076387 3

This instrument was prepared by:
Salomon B. Esquenazi, Esq.
Rasco Klock Reininger Perez Esquenazi Vigil & Nieto
283 Catalonia Avenue, 2nd Floor
Coral Gables, Florida 33134
(305) 476-7100