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**DISSOLUTION OR WITHDRAWAL
F & A INT'L CONSULTING GROUP, INC.**

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ARTICLES OF DISSOLUTION

PURSUANT TO SECTION 607.1403, FLORIDA STATUTES, THIS FLORIDA PROFIT CORPORATION SUBITS THE FOLLOWING ARTICLES OF DISSOLUTION:

FIRST: THE NAME OF THE CORPORATION IS: _____

____ F & A INT'L CONSULTING GROUP, INC. _____

SECOND: THE DATE DISSOLUTION WAS AUTHORIZED: 01/04/2010

THIRD: ADOPTION OF DISSOLUTION (CHECK ONE)

* DISSOLUTION WAS APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR DISSOLUTION WAS SUFFICIENT FOR APPROVAL.

* DISSOLUTION WAS APPROVED BY VOTE OF THE SHAREHOLDERS THROUGH VOTING GROUPS.

THE FOLLOWING STATEMENT MUST BE SEPRATELY PROVIDED FOR EACH VOTING GROUP ENTITLED TO VOTE SEPRATELY ON THE PLAN TO DISSOLVE:

THE NUMBER OF VOTES CAST FOR DISSOLUTION WAS SUFFICIENT FOR APPROVAL BY

(VOTING GROUP)

SIGNED THIS 04 Day of December 2010, _____

SIGNATURE


(BY THE CHAIRMAN OR VICE CHAIRMAN OF THE BOARD, PRESIDENT, OR OTHER OFFICER)

FRANCISCO A URTEAGA

(TYPED OR PRINTED NAME)

PRESIDENT

(TITLE)

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