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ACCOUNT NO. : 072100000032

REFERENCE : 534085 10992A

AUTHORIZATION :

COST LIMIT : \$ 35.00

*Patricia Pizit*

ORDER DATE : December 30, 1999

ORDER TIME : 11:25 AM

ORDER NO. : 534085-005

400003084894-5

CUSTOMER NO: 10992A

CUSTOMER: Ms. Dianne Gradillas  
Sharp Smith & Harrison, P.a.  
Suite 630  
4830 W. Kennedy Boulevard  
Tampa, FL 33609

DOMESTIC FILINGS

NAME: NAZZARO ENTERPRISES, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: \_\_\_\_\_

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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*Signature of  
Officer on  
Page 3 of  
document*

G. COULLIETTE JAN 03 2000

ARTICLES OF DISSOLUTION  
OF  
NAZZARO ENTERPRISES, INC.

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Nazzaro Enterprises, Inc.
2. The dissolution was authorized on December 29 1999 by unanimous written consent of the stockholders, and thus the number of shares of the voting stock of the corporation cast for dissolution of the corporation was sufficient for the approval of such dissolution.
3. These Articles of Dissolution shall be effective upon the filing hereof by the Secretary of State of the State of Florida.

DATED this 29 day of December, 1999.

NAZZARO ENTERPRISES, INC.

By: \_\_\_\_\_  
Stewart E. Nazzaro, President

EXHIBIT A

**WRITTEN CONSENT  
OF THE  
SOLE STOCKHOLDER  
OF  
NAZZARO ENTERPRISES, INC.**

THE UNDERSIGNED, being the sole stockholder of Nazzaro Enterprises, Inc., a Florida corporation (the "Corporation"), finding it inconvenient to assemble in formal meeting, does hereby consent to the adoption and approval of the following resolutions pursuant to Sections 607.0704 and 607.1402, Florida Statutes:

**DISSOLUTION OF CORPORATION**

WHEREAS, the Board of Directors has determined that it is in the best interest of the Corporation that the Corporation be dissolved;

WHEREAS, the Board of Directors has recommended that the sole stockholder approve the dissolution of the Corporation; and

WHEREAS, the sole stockholder finds that it is in the best interest of the Corporation that the Corporation be dissolved.

NOW, THEREFORE, BE IT RESOLVED, that dissolution of the Corporation in accordance with Florida law be, and it hereby is, authorized by the sole stockholder.

RESOLVED, that the Board of Directors of the Corporation be, and it hereby is, authorized, empowered and directed to do and perform, or to authorize Stewart E. Nazzaro as President, Secretary and Treasurer of the Corporation to do and perform, all such other acts and things, and to execute and deliver in the name of the Corporation and, when necessary or appropriate, to file with the appropriate governmental authorities, Articles of Dissolution and all such further certificates, instruments or other documents as in the judgment of the Board of Directors or officer deems necessary or advisable in order to effectuate the intent and purposes of the foregoing resolutions, and any or all of the transactions contemplated thereby.

RESOLVED, that the execution and delivery of Articles of Dissolution substantially in the form of those certain Articles of

**WRITTEN CONSENT  
OF THE  
BOARD OF DIRECTORS  
OF  
NAZZARO ENTERPRISES, INC.**

THE UNDERSIGNED, being the sole director of Nazzaro Enterprises, Inc., a Florida corporation (the "Corporation"), finding it inconvenient to assemble in formal meeting, does hereby consent to the adoption and approval of the following resolutions pursuant to Sections 607.0821 and 607.1402, Florida Statutes:

**DISSOLUTION OF CORPORATION**

WHEREAS, the Board of Directors finds it in the best interest of the Corporation that the Corporation be dissolved.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors recommend to the sole stockholder of the Corporation that the Corporation be dissolved pursuant to applicable Florida law.

RESOLVED, that upon approval of the dissolution of the Corporation by the sole stockholder of the Corporation, Stewart E. Nazzaro, as President, Secretary and Treasurer of the Corporation, be, and he hereby is, authorized to file such documentation as may be necessary to dissolve the Corporation, including without limitation Articles of Dissolution as provided in Section 607.1403, Florida Statutes.

RESOLVED, that the execution and delivery of Articles of Dissolution substantially in the form of those certain Articles of Dissolution attached hereto as Exhibit A, with such changes or additions to the same as the President of the Corporation shall approve, with the signature of said officer being conclusive evidence of the officer's approval, be, and they hereby are, authorized and approved.

RESOLVED, that upon filing of Articles of Dissolution, the officer of this Corporation be, and he hereby is, authorized to collect the Corporation's assets, dispose of its properties, discharge its liabilities,

Nazzaro Enterprises, Inc.  
Written Consent of the Sole Stockholder  
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Dissolution attached hereto as Exhibit A, with such changes or additions to the same as the President of the Corporation shall approve, with the signature of said officer being conclusive evidence of the officer's approval, be, and they hereby are, authorized and approved.

Dated this 29 day of December, 1999.

NAZZARO ENTERPRISES, INC.

By: 


Stewart E. Nazzaro, President

Nazzaro Enterprises, Inc.  
Written Consent of the Board of Directors  
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distribute its remaining property to its sole stockholder, and do every other act necessary to wind up and liquidate its business and affairs.

Dated this 29 day of December, 1999.

A handwritten signature in black ink, appearing to read 'Stewart E. Nazzaro', written over a horizontal line.

Stewart E. Nazzaro, Sole Director