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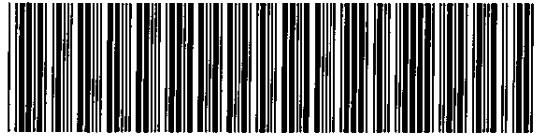
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUN 27 PM 3:45

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ARTICLES OF DISSOLUTION

OF

ABLE VENDING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUN 27 PM 3:45

TO THE SECRETARY OF STATE OF THE STATE OF FLORIDA.

Pursuant to the provisions of F.S. 607.1401, the undersigned corporation adopts
607.1402 and 607.1403
the following articles of dissolution for the purpose of dissolving the corporation.

1-The name of the corporation is; ABLE VENDING, INC.

2-A statement of intent to dissolve the corporation was filed with the Secretary of
State of the State of Florida on the 27th day of April, 2006

3-All debts, obligations and liabilities of the corporation have been paid or
discharged, or adequate provision has been made therefore.

4-Adequate provision has been made for all debts, obligations, and liabilities,
contingent in nature, of which the corporation has actual knowledge.

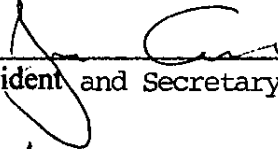
5-All remaining property and assets of the corporation have been distributed
among its shareholders in accordance with their respective rights and interests.

6-There are no suits pending against the corporation in any court in respect of
which adequate provision has not been made for the satisfaction of any judgment, order,
or decree which may be entered against it, and there are no criminal proceedings pending
against it.

7-There are no trade names on file in the office of the Secretary of State that
needs to be cancelled.

Date May . 20, 2006

ABLE VENDING, INC.

by 
President and Secretary


Secretary

MINUTES OF SPECIAL MEETING OF SHAREHOLDERS
AND DIRECTORS OF ABLE VENDING, INC.

The Special Meeting of Shareholders of Directors of ABLE VENDING, INC.
A Florida corporation was held on the 7th day of March at the corporate
offices located at 1217 N.W. 34th Avenue, Miami, Fla. 33125.

Present were:

Juan Cusido
Shareholder and Director

Mr. Cusido's stock interest in the corporation represents 100% of the total
amount of the corporation's stocks issued and outstanding.

Also present were:

Mr. Juan Jimenez
Accountant

Mr. Jimenez was appointed to act and agreed to act as Secretary of the meeting.

A quorum having been established Mr. Cusido moved the congregation to waive
any notice of meeting requirement. Upon a vote being taken, the motion was
unanimously approved.

Mr. Cusido then explained to the congregation that he had received an offer from
Mr. Rafael Romero to purchase the corporation's assets for the sum of \$180,000.00..

Mr. Cusido further explained to the congregation that the sale of the corporation's assets might result in a taxable event that could require the payment of taxes.

A motion was then made by Mr. Cusido for the shareholders and directors of the corporation to approve the sale of the corporation's assets to Mr. Romero and for authority to retain a tax consultant to obtain a written opinion regarding the tax consequences to the corporation and its shareholders of the sale to Mr. Romero.

Mr. Cusido then informed the congregation that it was his desire to liquidate the corporation as soon as the sale to Mr. Romero was concluded and made a motion for the shareholders and directors to authorize him to inform the I.R.S. of the corporation's intention to liquidate and to prepare any necessary Plan of Liquidation and Final Tax Returns as well as any other document necessary to fully liquidate and dissolve the corporation at the federal and state level.

A vote was taken on Mr. Cusido's motion and the following was unanimously approved:

1-The sale of the corporation's assets to Mr. Romero for the sum of \$180,000.00 was approved.

2-Mr. Cusido was authorized to retain the services of a tax consultant to provide a written opinion on the tax consequences to the corporation and to its shareholders of the sale to Mr. Romero.

3-To retain professionals to prepare a Plan of Liquidation, Articles of Dissolution, Final Tax Returns to implement the liquidation and dissolution of the corporation at the federal and state level.


4-To retain an accountant to prepare and file the corporation's Final Tax Returns

both at the federal and state level.

5-To execute any document necessary to complete the sale of the corporation's assets to Mr. Romero and to properly liquidate and dissolve the corporation at the federal and state level.

There being no other business to discuss a motion was made by Mr. Cusido to adjourn the meeting. A vote was taken and by unanimous vote the meeting was adjourned.

Dated: March 7, 2006



Juan Jimenez
Secretary of the Meeting.

**DIRECTORS RESOLUTION TO DISSOLVE CORPORATION
AND SHAREHOLDERS APPROVAL**

WHEREAS, it is deemed to be in the best interest of ABLE VENDING, INC. and its shareholders that this corporation be wound up and dissolved; and

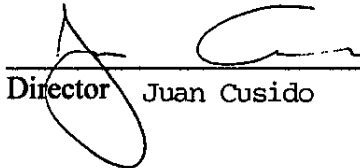
WHEREAS, the corporation is in the process of selling its assets pursuant to a Plan of Liquidation and will not continue in business;

RESOLVED, that the Board of Directors of this corporation hereby elects to wind up and dissolve this corporation.

Further resolved, that the officers of this corporation are hereby authorized and directed to file a certificate of election to wind up and dissolve and give written notice, as prescribed by the laws of the State of Florida and the provisions of the Internal Revenue Code and its applicable Rules and Regulations.

Further resolved, that the officers of this corporation are authorized and directed to take such further action as may be necessary and proper to windup the affairs of this corporation and dissolve it.

DATED: March 7, 2006



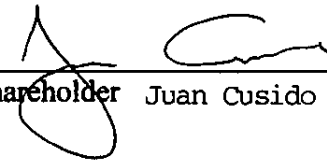
Director Juan Cusido

Director

SHAREHOLDERS APPROVAL

The undersigned being all the shareholders of ABLE VENDING, INC.
do hereby approve the Directors Resolution to dissolve the corporation and authorized the
corporation's officers to carry out the Director's decision.

DATED: March 7, 2006



Shareholder Juan Cusido

Shareholder

**DIRECTORS RESOLUTION TO DISSOLVE CORPORATION
AND SHAREHOLDERS APPROVAL**

WHEREAS, it is deemed to be in the best interest of ABLE VENDING, INC. and its shareholders that this corporation be wound up and dissolved; and

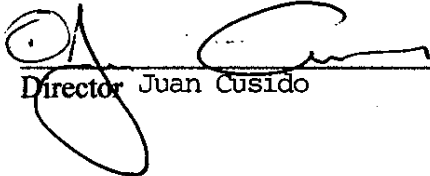
WHEREAS, the corporation is in the process of selling its assets pursuant to a Plan of Liquidation and will not continue in business;

RESOLVED, that the Board of Directors of this corporation hereby elects to wind up and dissolve this corporation.

Further resolved, that the officers of this corporation are hereby authorized and directed to file a certificate of election to wind up and dissolve and give written notice, as prescribed by the laws of the State of Florida and the provisions of the Internal Revenue Code and its applicable Rules and Regulations.

Further resolved, that the officers of this corporation are authorized and directed to take such further action as may be necessary and proper to windup the affairs of this corporation and dissolve it.

DATED: March 7, 2006



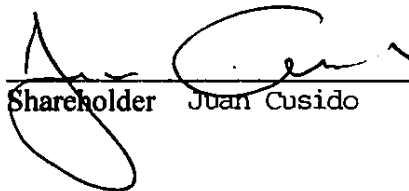
Director Juan Cusido

Director

SHAREHOLDERS APPROVAL

The undersigned being all the shareholders of ABLE VENDING, INC.
do hereby approve the Directors Resolution to dissolve the corporation and authorized the
corporation's officers to carry out the Director's decision.

DATED: March 7, 2006


Shareholder Juan Cusido

Shareholder