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2002 MAY 16 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Pines Square, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C. Coulliette MAY 16 2002

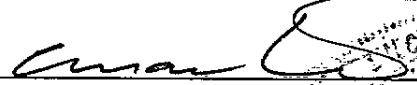
ARTICLES OF DISSOLUTION
OF
PINES SQUARE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

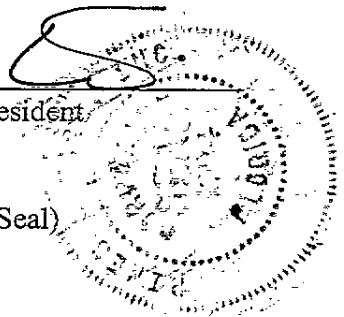
1. The name of this corporation is PINES SQUARE, INC.
2. PINES SQUARE, INC. elected to dissolve pursuant to the Written Consent of its sole Shareholder and sole Director, which Written Consent was effective as of August 31, 2001. A copy of such Written Consent is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 30th day of APRIL, 2002.

PINES SQUARE, INC.,
a Florida corporation

By: 
Linburgh Martin, President

(Corporate Seal)



**WRITTEN CONSENT
OF THE
SOLE SHAREHOLDER AND SOLE DIRECTOR
OF
PINES SQUARE, INC.**

The undersigned, being the sole Shareholder and sole Director, respectively, of PINES SQUARE, INC., a Florida corporation (the "Corporation"), do hereby consent to the adoption and approval of the following resolutions:

Adoption of Plan of Complete Liquidation and Dissolution

WHEREAS, the Director of this Corporation deems it advisable and in the best interest of the Corporation and its Shareholder that the Corporation be completely liquidated and dissolved; and

WHEREAS, the Director finds that it is advisable to adopt a plan of complete liquidation in accordance with the requirements of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Shareholder of this Corporation deems it advisable and in its best interest that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation presented to it by the Director of this Corporation, it is

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

1. The officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.

2. As soon as practicable, the officers shall establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses and distribute to the sole Shareholder in cancellation of its shares any remaining assets of the Corporation subject to any remaining unpaid liabilities.

3. Any unused balance of the reserve established to meet claims against the Corporation shall be distributed to the Shareholder as soon as practicable.

4. The officers of the Corporation are authorized and directed to file, or to have counsel for the Corporation file Form 966 with the Internal Revenue Service together with a certified copy of this Resolution, within 30 days after the date hereof.

5. The officers of the Corporation are authorized and directed to file such other forms and documents as may be required by the State of Florida, including, but not limited to, Articles of Dissolution, and by the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.


FURTHER RESOLVED, that the officers of the Corporation, be, and they hereby are, authorized and directed to execute whatever instruments and documents, and take whatever additional actions they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolution.


Waiver of Other Requirements

RESOLVED, that the preparation of annual financial statements for the Corporation, within any specific period of time, for this year and all prior years be, and it hereby is, waived.

Effective Date: August 31, 2001

LARGO LTD., Sole Shareholder

By: 
Its: FOR ITS CORPORATE DIRECTOR LTD.
DIRECTOR


Linburgh Martin, Sole Director