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November 17, 1997

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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*****87.50 *****87.50

Re: Lago Enterprises, Inc.
Document Number P94000016565
FEI Number 59-3229705
Our File No. 15915-C

Gentlemen:

Enclosed please find an original and one copy of Articles of Dissolution of Lago Enterprises, Inc., together with Written Consent of Shareholders, and our Trust Account check number 6722, payable to the Department of State in the sum of \$87.50, in payment of the following expenses:

| | |
|----------------|--------------|
| Filing Fee | \$35.00 |
| Certified Copy | <u>52.50</u> |
| | \$87.50 |

Please forward a certified copy of the Articles of Dissolution to the undersigned.

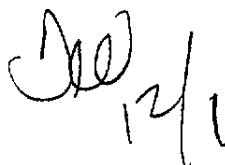
Very truly yours,


ARCHIE J. RYAN III

AJR-III:lm
Enclosures

FILED
97 NOV 21 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION PURSUANT TO SECTION 607.1403
OF THE FLORIDA BUSINESS CORPORATION ACT
OF
LAGO ENTERPRISES, INC.

FILED
97 NOV 21 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Department of State
Tallahassee, Florida

Date Paid: 11/17/97
Filing Fee: \$35.00

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 LAGO ENTERPRISES, INC.
2. The names and respective addresses of the officers of the corporation are as follows:

| <u>Name</u> | <u>Office</u> | <u>Address</u> |
|------------------|---------------|--------------------------------------------------------|
| ITZHAK DICKSTEIN | President | 768 East Dania Beach Boulevard Dania, Florida 33004 |
| ITZHAK DICKSTEIN | Secretary | 768 East Dania Beach Boulevard Dania, Florida 33004 |
| ITZHAK DICKSTEIN | Treasurer | 768 East Dania Beach Boulevard Dania, Florida 33004 |

3. The names and respective addresses of the directors of the corporation are:

| <u>Name</u> | <u>Address</u> |
|------------------|--------------------------------------------------------|
| ITZHAK DICKSTEIN | 768 East Dania Beach Boulevard Dania, Florida 33004 |

4. Dissolution was authorized on November 17, 1997.
5. The number of votes cast for dissolution was sufficient for approval.
6. All liabilities and obligations of the corporation have been paid or discharged.
7. All the property and assets of the corporation remaining after the payment of all debts, obligations, and liabilities of the corporation, have been distributed among its shareholders in accordance with their respective rights and interests.
8. There are no actions pending against the corporation in any court.
9. The corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has been signed by all shareholders of the corporation. A copy of the written consent is attached to these articles.

Dated November 17, 1997.

LAGO ENTERPRISES, INC.


ITZHAK DICKSTEIN, Shareholder

By: 
ITZHAK DICKSTEIN, President


ITZHAK DICKSTEIN, Director


By: 
ITZHAK DICKSTEIN, Secretary

By: 
ITZHAK DICKSTEIN, Treasurer

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

PERSONALLY APPEARED before me, the undersigned authority, ITZHAK DICKSTEIN, as President, Secretary, Treasurer, Shareholder and Director of LAGO ENTERPRISES, INC., a Florida corporation, who is personally known to me, to me known to be the person described in and who executed and subscribed to the foregoing Articles of Dissolution, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Dania, Broward County, Florida, this 17th day of November, 1997.



Notary Public

My Commissions Expires:



**UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS TO
VOLUNTARY DISSOLUTION OF LAGO ENTERPRISES, INC.**

We, the undersigned, being all of the shareholders of LAGO ENTERPRISES, INC., a Florida corporation, consent to the voluntary dissolution of the corporation and authorize and direct the appropriate officers of the corporation to take all steps necessary or appropriate to carry out the intent of this resolution.

In assent to the above, each of the undersigned stockholders has assigned his or her name and dated the signing opposite the number of shares of the corporation held by him or her of record on such date.

Signature

Date

Number of Shares


YITZHAK DICKSTEIN

November 17, 1997

7,500