

P94-000052468

**BERT'S DELI, INC.**  
601 Rosa Court  
Palm Beach Gardens, Florida 33410  
(561) 624-6132

April 24, 1997

Florida Department of State,  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

FILED  
97 APR 30 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

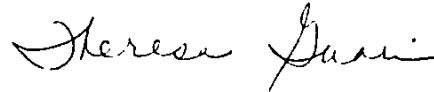
Re: Dissolution of Bert's Deli  
Incorporated 7/15/94  
FEI 65-0506239

To whom it may concern:

Enclosed please find the executed original Articles of Dissolution and Written Consent for Resolutions of the Board of Directors regarding Bert's Deli, Inc. Additionally, please find a check for the filing fee and a certificate of status for \$43.75. Any future correspondence should be directed to the above address and telephone number for Bert's Deli, Inc.

Thanking you in advance for your cooperation and assistance in this matter.

Very truly yours,



Theresa Guari,  
Chairperson of the Board of  
Directors for Bert's Deli, Inc.

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## Articles of Dissolution

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Pursuant to 607.1401, Florida Statutes, this corporation submits the following articles of dissolution:

- FIRST:** The name of the corporation is *Bert's Deli, Inc.*
- SECOND:** The articles of incorporation were filed on *July 15, 1994.*
- THIRD:**  The corporation has not commenced business.
- FOURTH:** No debt of the corporation remains unpaid.
- FIFTH:** The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.
- SIXTH:** Adoption of Dissolution
- A majority of the directors authorized the dissolution.

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Signed this 27th day of April, 1997.

Signature Theresa Guari

**Theresa Guari, Chairperson of the Board of Directors**

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS FOR  
BERT'S DELI, INCORPORATED**

We, the undersigned, being all the Directors of Bert's Deli, Incorporated (hereafter the "Corporation"), do hereby consent to and approve the following written consent to action, which shall be treated for all purposes as resolutions passed at a meeting of the Board of Directors of the Corporation:

WHEREAS, the Board of Directors believes that it is in the best interest of the corporation to dissolve; and

WHEREAS, prior to the date hereof, the Corporation engaged Mann and Company to review the Company's books and records, evaluate its assets and liabilities, and dispose of assets and pay corporate obligations in an orderly fashion; and

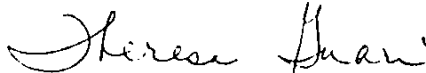
WHEREAS, Mann and Company has completed its assignment and made a final report to the Board of Directors;

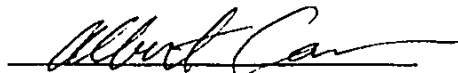
NOW, THEREFORE, BE IT

RESOLVED, that the Board does hereby recommend that the Corporation be dissolved pursuant to the Plan of Complete Liquidation:

RESOLVED, FURTHER, that the president or any vice president, and the secretary or any assistant secretary be, and they hereby are, authorized to execute articles of dissolution and such other documents as may be necessary or appropriate to complete the dissolution of the Corporation pursuant to the Plan of Complete Liquidation.

IN WITNESS WHEREOF, the undersigned, being all of the Directors of the Corporation, have hereunto set their hands and seals as of this 27th day of April, 1997.

  
\_\_\_\_\_  
**Theresa Guari, Chairperson of  
Board of Directors of  
Bert's Deli, Inc.**

  
\_\_\_\_\_  
**Albert Guari, Director of  
Bert's Deli, Inc.**