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CERTIFIED PUBLIC ACCOUNTANTS
CAPITAL BANK BUILDING
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CORAL GABLES, FL 33134

City/State/Zip

Phone #

Office Use Only

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

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

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97 MAY -5 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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<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 type="checkbox"/>	Dissolution/Withdrawal
<input 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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ARTICLES OF DISSOLUTION OF

GICAROSA, INC.

=====

GICAROSA, INC., a Florida corporation (the "Corporation"), by its President and Secretary, in complying with Section 607.1403, Florida Statutes, does hereby execute the following Articles of Dissolution, effective upon filing with the Florida Department of State:

ARTICLE I
NAME OF CORPORATION

GICAROSA, INC.

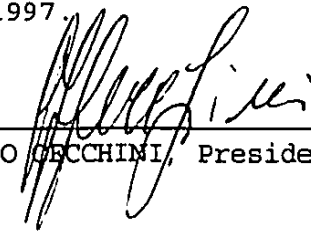
ARTICLE II
CORPORATE ACTION

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The Corporation has elected to dissolve by act of the Corporation. The dissolution was authorized by the written consent of all shareholders on December 31, 1996, and the number of votes cast for dissolution was sufficient for approval. Voting by groups was not required.

The Corporation has no intention of revoking the administrative dissolution of the Corporation nor this voluntary dissolution, and the Corporation's name is available for immediate use by any other corporation.

In witness whereof, the undersigned President and Vice President of the Corporation have executed these Articles of Dissolution this 30th day of April, 1997.



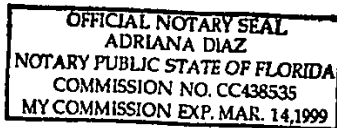
ANTONIO CECCHINI, President/Secretary

STATE OF FLORIDA :
:SS.
COUNTY OF DADE :

The foregoing instrument was acknowledged before me this 30th
day of April, 1997, by ANTONIO CECCHINI.

Adriana Diaz
Signature - Notary Public-State of Florida

(Seal with Commission Expiration Date)



Adriana Diaz
Print, type or stamp name of Notary Public

Personally Known ✓ or Produced Identification _____
Type of Identification Produced _____