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March 6, 1998

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Ladies/Gentlemen:

I am writing to request your assistance with the following matters:

We represent LA REINA FOODS, INC. (incorporated on January 4, 1991 under Document No. S-22597) and LA REAL FOODS, INC. (incorporated on June 21, 1995 under Document No. P95-0000-48458), Florida corporations, and their only two shareholders, officers, and directors, Alberto Piedrahita and his wife, Martha G. Ballesteros-Piedrahita.

On their collective behalf I am submitting for your processing the following original and duly executed documents:

1. ARTICLES OF DISSOLUTION for LA REAL FOODS, INC.; and
2. AMENDMENT TO ARTICLES OF INCORPORATION OF LA REINA FOODS, INC., to change the name of this corporation from LA REINA FOODS, INC. to LA REAL FOODS, INC.

I understand your fee for processing each of these documents is \$35.00, and I am enclosing our check for \$70.00 to cover both items. Please call me at (305) 662-1212 if you have any questions or require additional information.

Thank you very much.

Very truly yours,

Angel Castillo, Jr.
Angel Castillo, Jr.
AC:me
encls. (as stated)

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*****70.00 *****35.00

LA REAL FOODS, INCORPORATED

ARTICLES OF DISSOLUTION

LA REAL FOODS, INC., a Florida corporation, executes the following articles of dissolution pursuant to section 607.1403 of the Florida Business Corporation Act:

FIRST: The name of the corporation is LA REAL FOODS, INCORPORATED (the "corporation"), and its Federal Employer I.D. Number is 65-0677836. The corporation was incorporated on June 21, 1995 under Document No. P95-0000-48458.

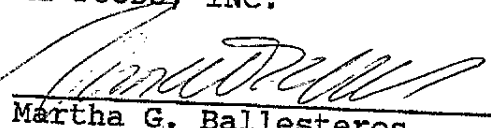
SECOND: The shareholders of the corporation approved the dissolution of the corporation on December 29, 1997, effective immediately.

THIRD: The number of votes cast by the shareholder of the corporation for dissolution was sufficient for approval of that action.

FOURTH: The shareholders also voted unanimously on December 29, 1997 to consent to the use of, and assign all rights to the corporate name LA REAL FOODS, INC., by and to LA REINA FOODS, INC a Florida corporation.

LA REAL FOODS, INC.

By:


Martha G. Ballesteros,
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

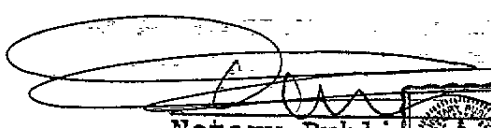
APPROVED
AND
FILED

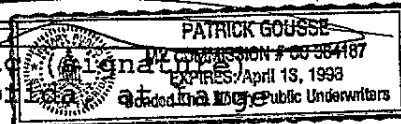
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, duly authorized in the State aforesaid and in the County aforesaid to administer oaths and take acknowledgments, personally appeared on the date specified below MARTHA G. BALLESTEROS, who is personally known to me, or who has produced the following identification document

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as identification, and who took an oath and executed the foregoing Articles of Dissolution on behalf of LA REAL FOODS, INC., and she acknowledged before me that she executed the same for the purposes stated therein, and that the facts stated therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid, this 29 day of January, 1998.


Notary Public (Signature)
State of Florida



PATRICK GOUSSE
Notary Public name (print)

My Commission Expires:

4/13/98