

P95000066152

STUART A. LIPSON
ATTORNEY AND COUNSELLOR AT LAW



JURISCONSULT

TEL: (305) 947-3000
FAX: (305) 948-9077

SENATOR BUILDING
SUITE 404
13899 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33181

January 9, 1998

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

900002397199--8
-01/12/98--01096--007
*****87.50 *****87.50

Re: Dissolution
Flakowitz Bagel, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of Flakowitz Bagel, Inc.'s Articles of Dissolution and a check for \$87.50, representing payment for the following:

Filing Fee	35.00
Certified Copy Fee	52.50

Please file the original Articles of Dissolution and conform the copy. The conformed copy can be sent to the undersigned. thank you.

Very truly yours,

Law Office of Stuart A. Lipson

Grace C. Harrison

By: Grace C. Harrison
for the firm

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JAN 12 AM 10:35

Diss.

01-14-98

CC

ARTICLES OF DISSOLUTION PURSUANT TO
§ 607.1403 OF THE FLORIDA GENERAL
CORPORATION ACT OF
FLAKOWITZ BAGEL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 12 AM 10:35

To: Department of State
Tallahassee, Florida 32304

Date Paid
Filing Fee \$

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation.

FIRST: That the name of the corporation is **FLAKOWITZ BAGEL, INC.**

SECOND: That dissolution was authorized during a special meeting of shareholders held on December 31, 1997.

THIRD: That the dissolution of the corporation was approved by unanimous written consent of all shareholders. A copy of such written consent is attached to these articles.

Dated: December 31, 1997.

FLAKOWITZ BAGEL, INC.

By: Debra Flakowitz, Pres.
DEBRA FLAKOWITZ, President

STATE OF FLORIDA §
COUNTY OF DADE §

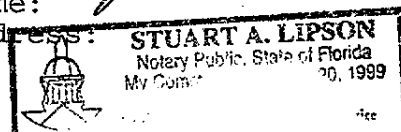
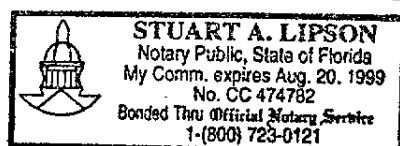
DEBRA FLAKOWITZ being duly sworn, deposes and says that she is PRESIDENT of FLAKOWITZ BAGEL, INC., the corporation mentioned and described in the foregoing instrument; that she has read and signed the same and that the statements contained therein are true.

Debra Flakowitz
DEBRA FLAKOWITZ

The foregoing instrument was acknowledged before me this 31st day of December, 1997, by DEBRA FLAKOWITZ, who is personally known to me or has produced _____ as identification and who did take an oath.

Notary Public
Name: _____

Address: _____



SHAREHOLDER WRITTEN CONSENT TO DISSOLUTION OF
FLAKOWITZ BAGEL, INC.

UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

WHEREAS, at a special meeting of the Board of Directors of FLAKOWITZ BAGEL, INC., duly held at 4991 N. University Drive Lauderhill, Florida, on the 31st day of December, 1997, the Board of Directors of this corporation duly adopted resolutions recommending the dissolution pursuant to the terms and conditions set forth in the Director's Resolution of 31st day of December, 1997,; and

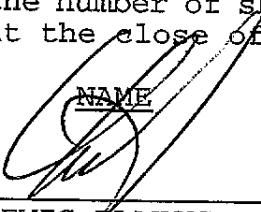
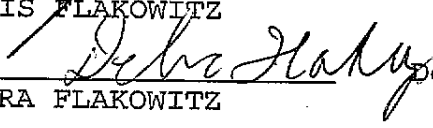
WHEREAS, since the corporation is insolvent, due to extensive outstanding debts and obligations and the questionable prospect of collecting sufficient receivables to generate cash to pay off liabilities as they come due; The corporation has no prospects of raising enough capital to pay off this liability. It is agreed that it is in the best interest of the corporation, and third parties to dissolve the corporation;

NOW, THEREFORE, each of the undersigned shareholders of said corporation, each holding of record at the close of business on the 31st day of December, 1997, the number of shares entitled to vote hereinbelow set opposite his or her signature, consisting, in the aggregate, of shareholders entitled to exercise 100% of the voting power of said corporation on the aforesaid slate of record, does hereby approve and consent to the principal terms and conditions of the aforesaid;

The undersigned do further hereby authorize, and direct that:

1. The President of this corporation execute Articles of Dissolution;
2. That the President may take whatever steps are necessary or appropriate to carry out the intent of this resolution.

IN WITNESS WHEREOF, each of the undersigned has hereunto signed his name and set opposite thereto the date of signing and the number of shares entitled to vote held by such person of record at the close of business day December, 1997.

<u>NAME</u>	<u>DATE OF SIGNING</u>	<u>NUMBER OF SHARES</u>
 LEWIS FLAKOWITZ	December 31, 1997	50
 DEBRA FLAKOWITZ	December 31, 1997	50