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CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite I, Tallahannee, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahannee, FL 32302 TOLL FREB No. 1-800-342-8062 FAX (904) 222-1222

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1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum. THANK YOU

Your Capital Connection

ARTICLES OF INCORPORATION

96 JAN 26 ANII: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

Pizzaque, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is Pissague, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is c/o Normas Davis, President, 7227 Encina Lane, Boca Raton, FL 33433.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having no par value.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is Norma Davis, 7227 Encina Lane, Boca Raton, FL 33433.

The undersigned has executed these Articles of Incorporation this 26th day of January 1996.

"Capital Connection, Inc. by Kim Crosson, Client Representative"

FILED

96 JAN 26 AM 11: 29

CERTIFICATE OF DESIGNATION TALLAHASSEE, FLORIDA REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is Pissague, Inc.

2. The name and address of the registered agent and office is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

"Capital Connection, Inc. by Kim Crosson, Client Representative"

P96000008221

December 01,1996

Corporate Records Bureau Division of Corporations Department of State P.O. Box 6327 Tallahassee, FL 32301

RII: Ventana Group, Inc.

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Gentlemen;

SCHELASSEE, FLORE STATISTICS FLORE FLORE STATISTICS FLORE FLORE STATISTICS FLORE STATISTICS FLORE FLORE

Enclosed herewith please find an original and one copy of the necessary documents to dissolve the above named Corporation:

400002040494--5 -12/30/96--01010--015 ******35.00 ******35.00

- 1. Articles of Dissolution; and
- 2. Check for \$35,00 payable to the Secretary of State.

Kindly file the original and time stamp the copy and return it to this office in the self-addressed stamped envelope provided for your convenience.

If you have any questions, please do not hesitate to give me a call.

Yours very truly,

Mork V Buchanan

AECEIVED

MSB/jag Enclosure(s)



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 11, 1996

Mark S. Buchanan 317 Riveredge Plaza Cocoa, FL 32922

SUBJECT: VENTANA GROUP, INC. Ref. Number: P96000008221

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Please sign the enclosed check.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris Corporate Specialist

Letter Number: 796A00055436

ARTICLES OF DISSOLUTION

COMES NOW, VENTANA GROUP, INC., a Florida Corporation and files this its Articles of Dissolution with the Department of State for the State of Florida and affirmatively sets forth the following:

- 1. That the name of the Corporation is Ventana Group, Inc.
- 2. That on the 1 day of December, 1996, pursuant to the recommendation of the Board of Directors of the Corporation adopted a resolution authorized by Florida Statute 607.1401, the shareholders of the Corporation adopted a resolution authorizing the dissolution of the Corporation.
- The Motion for the Dissolution of the Corporation was carried ununimously by a vote of all shareholders of the Corporation.
 - 4. That these Articles of Dissolution are effective as of the date subscribed herein below.

DATE: December 1, 1996

President

WITNESSES:

The foregoing instrument was acknowledged before me this 1 day of December, 1996 by Mark S. Buchanan, President of VENTANA GROUP, INC., who is personally known to me and who did take an oath.

NOTARY PUBLIC MY COMMISSION EXPIRES:



RESOLUTION OF THE BOARD OF DIRECTORS RECOMMENDING DISSOLUTION OF THE CORPORATION

COME NOW, the undersigned, being a Director of VENTANA GROUP, INC., a

Florida Corporation and recommend pursuant to Florida Statute 607.1402 to the shareholders of the sald

Corporation that the said Corporation be dissolved pursuant to Florida law and base such recommendation
on the following:

 That the Corporation has ceased to do business and it serves no further purpose to continue the existence of the Corporation.

WHEREFORE, the President affixed his name hereunder subscribing to this recommendation, this 1 day of December, 1996.

NGIENIS, Buel

CERTIFICATE OF SHAREHOLDERS ACTION

THE UNDERSIGNED, being Secretary of VENTANA GROUP, INC., a Florida Corporation does hereby certify that on December 1, 1996 a meeting of the shareholders of the Corporation was held at which time the recommendation of the Board of Directors for Dissolution of the Corporation was read to the shareholders.

THE UNDERSIGNED Secretary of the Corporation does hereby certify a Motion was carried unanimously to adopt the recommendation of the Board of Directors and the Motion made and duly seconded by the shareholders that the Corporation be Dissolved immediately.

THE CORPORATION'S attorney was directed to prepare $\Delta rticles$ of Dissolution for submission

to the Officers for signature.

IN WITNESS WHEREOF, the undersigned has set his hand this 1 day of December, 1996.

Mathys. Buchini Secretary

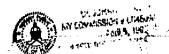
The foregoing instrument was acknowledged by me this 1 day of December, 1996 by Mark S. Buchanan who is personally known to me and who did take an oath and attested to the fact that the contents of the

pur notice

Certificate were accurate and correct.

NOTARY PUBLIC MY COMMISSION EXPIRES:





WAIVER OF NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

1, the undersigned representing all of the shareholders of VENTANA GROUP, INC. do hereby Waive notice of the Special Meeting of the shareholders held on 1 day of December, 1996 at the offices of Mark S. Buchanan, 317 Riveredge Blvd., Cocoa, Florida 32922.

P9600000 8286

PIZZAQUE, INC. 0/0 NORMA DAVIS 7227 ENCINA LANE BOCA RATON, FLORIDA 33433

12/14/98

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6927
TALLAHASSEE, FLORIDA 92314

RE: PIZZAQUE, INC.

Enclosed and articles of Dissolution and Suntrust Bank Check for \$87.50 to cover filing fee for the Articles of Dissolution \$35.00 and one certified copy of the Dissolution \$52.50.4

My phone number is 5514483-9910 and my return address is Norma Davis 7227 Engine Lane Book Raton, Florida 33433

ENCS

VERY TRULY YOURS

Karma Dinis

BY: NORMA DAVIS

SECRI-

KFT

ARTICLES OF DISSOLUTION

Pursuant to 607,1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution: Pizzaque, Inc. The name of the corporation is:_ FIRST: SECOND: The articles of incorporation were filed on: $\frac{1/26/96}{1}$ (CHECK ONE) THIRD: None of the corporation's shares have been issued. The corporation has not commenced business. No debt of the corporation remains unpaid. FOURTH: The net assets of the corporation remaining after winding up have been distributed FIFTH: to the shareholders, if shares were issued. Adoption of Dissolution (CHECK ONE) SIXTH: A majority of the incorporators authorized the dissolution. A majority of the directors authorized the dissolution. Signed this ___ Signature NORMA DAVIS President

P96000008286

417 E. Virginia St., Suite 1, Taliahassee, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Taliahassee, FL 32302 TOLL FREB No. 1-800-342-8062 FAX (904) 222-1222

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HE: PIZZ A QUE, INC.

Please remit invoice number with payment TERMS: NET to DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

FLORIDA DEPARTMENT OF STATE, SANDRA B. MORTHAM, SECRETARY OF STATE

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.050	02(2), 617.0502(2), 607.1509, or 617(1509)
Florida Statues, the undersigned, Capital Co	nnection. Inc. (Name of registered agent)
hereby resigns as Registered Agent for <u>Pizza</u>	(Name of corporation)
A copy of this resignation was mailed to the ab	ove listed corporation at its last known address.
The agency is terminated and the office discont	inued on the 31st day after the date on which
this statement is filed.	
(Signature of r	Sesigning agent)
If signing on behalf of an entity:	
Weimar Lopez	
, (Typed or Printed Name)	
Registered Agent Coordinator	

Fee for filing this document:

(Capacity)

\$87.50 - Active corporation \$35.00 - Administratively dissolved corporation

P.96000008286

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Mailing Address Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222

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RE: PIZZ AQUE, INC.

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Please remit invoice number with payment TERMS: HET 10 DAYS FROM INVOICE DATE

THANK YOU from Your Capital Connection

FLORIDA DEPARTMENT OF STATE, SANDRA B. MORTHAM, SECRETARY OF STATE

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607	.0502(2), 617.0502(2), 607.1509, or 617a509,
Fiorida Statues, the undersigned <u>, Capital</u>	Connection, Inc.
	(Name of registered agent)
hereby resigns as Registered Agent for <u>.P1</u>	zzaque. Inc
	(Name of corporation)
A copy of this resignation was mailed to the	above listed corporation at its last known address.
The agency is terminated and the office disc	continued on the 31st day after the date on which
this statement is filed.	
M. (Signatur	of resigning agent)
f signing on behalf of an entity:	
Weimar Lopez	
. (Typed or Printed Name)	•
Registered Agent Coordinator	

Fee for filing this document:

(Capacity)

\$87.50 - Active corporation \$35.00 - Administratively dissolved corporation