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WILLS • TRUSTS • PROBATE
CORPORATIONS • BUSINESS LAW

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October 9, 2001

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

100004631861--3
-10/11/01--01060--015
*****35.00 *****35.00


Re: WBG Corp.

Dear Sirs:

Please find enclosed a check in the amount of \$35.00, and an original and one copy of a Statement of Consent to Written Action of Sole Director and Shareholder in Lieu of Special Meeting, and Articles of Dissolution of WBG Corp.

Please file same and return a file stamped copy in the enclosed stamped self-addressed envelope.

Very truly yours,


Jonathan James Damonte
enclosures

FILED
01 OCT 11 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Val DIS/Inactive
10/15/01

**ARTICLES OF DISSOLUTION
OF
WBG CORP.**

WBG CORP., a Florida corporation, executes the following Articles of Dissolution pursuant to §607.1403, Florida Business Corporations Act.

1. The name of the corporation is WBG CORP. (the "Company").
2. The names and addresses of its current officers are:

Annie Gregg
12179 S. Apopka-Vineland Rd., #125
Orlando, Florida 32836
3. The names and respective addresses of its current directors are

Annie Gregg
12179 S. Apopka-Vineland Rd., #125
Orlando, Florida 32836
4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made for them.
5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
6. There are no actions pending against the corporation in any court.
7. An executed copy of the written consent of the shareholders to dissolve is attached. This written consent has been signed by all shareholders of the corporation.

FILED
01 OCT 11 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated: May 16, 2001

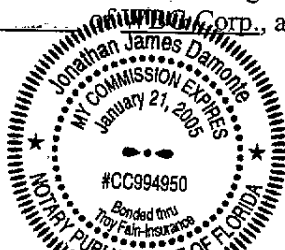
Annie Gregg
Printed Name: ANNIE GREGG
its President, sole shareholder & sole director

Elizabeth A. Boitano
Printed Name: Elizabeth A Boitano

Jonathan James Damonte
Printed Name: JONATHAN JAMES DAMONTE

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 16 day of May, 2001, by Annie Gregg as President, sole shareholder & sole director, a Florida corporation, on behalf of the corporation. She is personally known to me.



Jonathan James Damonte
Notary Public

STATEMENT OF WRITTEN CONSENT TO ACTION
OF SOLE DIRECTOR AND SHAREHOLDER
IN LIEU OF SPECIAL MEETING OF
WBG., INC.

The undersigned is the owner and holder all of the shares of capital stock of WBG CORP., a Florida corporation, pursuant to s. 607.0704, Florida Statutes, and does hereby consent to and take the following action in lieu of holding a meeting of shareholders of the corporation, to have the same effect as action taken at a duly called meeting of shareholders at which all shares were present and voting:

1. The corporation shall be liquidated.
2. All of the liabilities and obligations of the corporation have been paid or discharged.
3. The officers of the corporation are authorized to sell or otherwise liquidate all of the properties and assets of the corporation that they may deem necessary or advantageous to facilitate the liquidation of the corporation.
4. The officers of the corporation are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including but not limited to:
 - a. executing all documents required by law to be filed; and
 - b. paying all taxes and fees;
 - c. executing all documents required by law to be filed; and
 - d. doing all other things necessary or convenient to effect the dissolution of the corporation.
5. After the provision for, or the payment of, the known debts and liabilities of the corporation, the officers are authorized and directed to distribute the remaining cash or other assets of the corporation to the shareholders of record according to their respective rights and interests in exchange for all their stock in the corporation.

Dated: May 16, 2001

By: Annie Gregg
Annie Gregg, President, Secretary,
Sole Director and Sole Shareholder