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November 3, 1997

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

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-11/05/97--01042--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: ZENDERMAN GROUP, INC.

Ladies and Gentlemen:

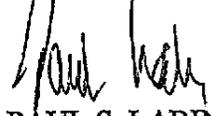
Enclosed, please find an original and one (1) copy of the following:

**ARTICLES OF DISSOLUTION BY BOARD OF DIRECTORS AND SHAREHOLDERS**

Likewise, enclosed, is a check payable to the "State of Florida, Division of Corporations" in the amount of \$35.00 to cover the filing fee, as well as, a stamped, return envelope for the return of the stamped copy of the "ARTICLES..."

All documents and correspondence are to be directed to my office. Your time and consideration in this matter are greatly appreciated.

Sincerely,



PAUL S. LABINER  
Esquire

dcc  
Enclosure

cc: Marcela/Enrique Zenderman

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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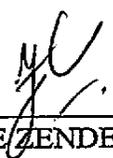
**ARTICLES OF DISSOLUTION  
BY BOARD OF DIRECTORS AND SHAREHOLDERS**

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to FSA § 607.1403, this corporation submits the following articles of dissolution:

1. The name of the corporation is: **ZENDERMAN GROUP, INC.**
2. The date of incorporation of the corporation is April 10, 1996.
3. The date the dissolution was authorized June 18, 1997.
4. The dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
5. These articles will be effective on filing.

Date: *October 29, 1997*



\_\_\_\_\_  
ENRIQUE ZENDERMAN, President & Director



\_\_\_\_\_  
MARCELA ZENDERMAN, Secretary & Director