

LAW OFFICES
CURRY & ASSOCIATES, P.A.

LA VIVA PROFESSIONAL CENTER
750 WEST LUMSDEN
BRANDON, FLORIDA 33511
(813) 653-2500
FACSIMILE (813) 689-0242

CLIFTON C. CURRY, JR.
C. COLE JEFFRIES, JR.
DANIEL W. KING

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Reply to:
P. O. Box 1143
Brandon FL 33509-1143

December 29, 1997

Corporate Records Division
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32304

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-01/02/98-01087-010
*****35.00 *****35.00

Re: BGB MANAGEMENT, INC.
Articles of Dissolution
Our File No. 210.16

Dear Sir/Madam:

Enclosed please find original Articles of Dissolution of BGB Management, Inc. together with copies of the Minutes of a Special Joint Meeting of Shareholders and Board of Directors and Waivers of Notice of a Special Joint Meeting of the Shareholders and Board of Directors, submitted to you for filing. Also enclosed is our firm check in the amount of \$35.00 payable to the Department of State representing your filing fee.

After you have completed your filing procedure, please date stamp a copy of the Articles of Dissolution enclosed herewith and return the same to our office in the self-addressed, stamped envelope enclosed for that purpose.

Thank you for your attention to this matter.

Sincerely,

C. Cole Jeffries, Jr.
C. Cole Jeffries, Jr.

FILED
98 JAN -2 PM 6:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CCJ/nh
Enclosures
cc: Mr. Talal Kazbour

Diss
LFS
1-12-98

FILED

98 JAN -2 PM 6: 15

BGB MANAGEMENT, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


ARTICLES OF DISSOLUTION

BGB MANAGEMENT, 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 BGB Management, Inc., (the "company").
- SECOND: The company's articles of incorporation were filed on June 20, 1996.
- THIRD: The company does not have any unpaid debt.
- FOURTH: A majority of the shareholders and directors of the company authorized the dissolution of the company on October 1, 1997.
- FIFTH: The company's net assets, if any, remaining after winding up the company's affairs have been distributed to the company's shareholders.

EXECUTED: October 1, 1997.

BGB MANAGEMENT, INC.

By: 

Name: ENZO BOCCAROSSA

Title: President, Director and Shareholder

By: 

Name: TALAL KAZBOUR

Title: Secretary, Treasurer, Director
and Shareholder

**WAIVER OF NOTICE OF A SPECIAL JOINT MEETING OF
SHAREHOLDERS AND BOARD OF DIRECTORS OF
BGB MANAGEMENT, INC.**

We, TALAL KAZBOUR and ENZO BOCCAROSSA, as shareholders and directors of the above-named Florida corporation hereby waive notice of the annual meeting of directors and shareholders of the aforesaid corporation.

Further, we hereby agree that said meeting shall be held at 10:00 o'clock A.M., on October 1, 1997, at 2503 Highway 60 East, Valrico, Florida 33594.

We hereby affix our names to show our waiver of notice of said meeting.


TALAL KAZBOUR


ENZO BOCCAROSSA

Dated: October 1, 1997.

**MINUTES OF A SPECIAL JOINT MEETING OF
SHAREHOLDERS AND BOARD OF DIRECTORS OF
BGB MANAGEMENT, INC.**

A Special Joint Meeting of the Shareholders and Directors of BGB Management, Inc., was held on the 1st day of October, 1997, at 10:00 A.M., at 2503 Highway 60 East, Valrico, Florida 33594. The following Shareholders were present in person, said Shareholders representing all of the outstanding shares of the Corporation entitled to vote at the meeting and therefore constituting a quorum:

Talal Kazbour

Enzo Boccarossa

The meeting was duly called to order by Enzo Boccarossa, the President of the Corporation, who presided as Chairman at the meeting in accordance with the provisions of the by-laws of the Corporation. Talal Kazbour being Secretary was asked to record the minutes of the meeting.

The Waiver of Notice, Call and Consent of this meeting was presented and the signed original of same was ordered to be filed with the Minutes of this meeting. Upon motion duly made, seconded and unanimously carried, the reading of the roll of the Shareholders entitled to vote at the meeting was dispensed with.

The Chairman then stated that all of the total number of outstanding shares of the Corporation were represented and that the meeting was completely organized and ready to transact any business before it.

The meeting was called to order by Enzo Bocarossa, President, for the purpose

of dissolving the corporation.

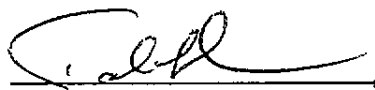
Upon motion duly made, seconded and unanimously carried, the following resolution was adopted and same was ratified and approved:

RESOLVED, That in light of the fact there are no assets or liabilities and that the shareholders and directors have been unable to conduct any business in the name of the corporation, we have decided to dissolve this corporation due to the inability to conduct any business. We hereby adopt the attached Articles of Dissolution.

No further business coming before the meeting, upon motion duly made, seconded, and unanimously carried, the meeting was adjourned.



President



Secretary

