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ARTICLES OF DISSOLUTION

**OF** 

## GLORIA & KARL HEINZ HERZOG, INC.

FIRST:

The name of this Corporation is:

SEGRETARY OF STATE TALLAHASSEE, FLORIDA

GLORIA & KARL HEINZ HERZOG, INC.

SECOND: The date of filing of the Articles of Incorporation of GLORIA & KARL HEINZ HERZOG, INC. ("Corporation") with the Florida Department of State was July 10, 1996. The Corporation was assigned Document Number P96000057869.

THIRD: Dissolution of the Company was authorized on the 3/2 day of December 2005, by joint Resolution of the Board of Directors and Shareholders and by unanimous vote of the Shareholders on said date.

FOURTH: All shares of common stock of the Company outstanding and entitled to vote on the matter of dissolution voted for dissolution. No voting by groups or classes is required, and the vote cast for dissolution is sufficient for approval of dissolution.

IN WITNESS WHEREOF, GLORIA & KARL HEINZ HERZOG, INC., has caused these Articles of Dissolution to be executed in its corporate name by its president, and its corporate seal to be affixed, attested by its authorized treasurer, duly authorized by its Board of Directors and approved by its Shareholders, as of this 31<sup>a</sup> day of Deamber, 2005.

GLORIA & KARL HEINZ HERZOG, INC.

a Florida corporation

Print: SABRINA PARISETTE-HERZOG

Title: President

(CORPORATE SEAL)

ATTEST: / TO

Title: Secretary

STATE OF North Carolina:
COUNTY OF Guilford:

The foregoing in	nstrument was acknowledged be	efore me this 315 <sup>t</sup> day of		
December	, 2005, by SABRINA PARISET	TT-HERZOG, as President and		
Secretary of GLORIA & KAR	L HEINZ HERZOG, INC., a Flo	orida corporation, on behalf of the		
corporation, after having been duly authorized to so do. She is personally known to me or has				
produced	as identification.	LISA SEXTON		
Signature of Acknowle	dger: Lia Seittor	NOTARY PUBLIC Devideon County		
Printed Name of Acknowledger:  My Commission Expl		North Carolina  My Commission Expires 4-4-2010		
Title or Rank of Ackno	wledger: NOTARY PUBLIC			

STATE OF North Carolina
My Commission Expires:
(NOTARY PUBLIC SEAL)

# CONSENT OF SHAREHOLDERS AND DIRECTORS TO DISSOLUTION

The undersigned, ANDRE K. HERZOG, KARIN HERZOG, and SABRINA

PARISETTE-HERZOG, being the owners of all shares of the capital stock of GLORIA & KARL HEINZ HERZOG, INC., a Florida corporation (this being all of the issued and outstanding capital stock of said Corporation exclusive of Treasury Stock, if any), and SABRINA PARISETT-HERZOG being the duly qualified and acting director of GLORIA & KARL HEINZ HERZOG, INC., a Florida Corporation, does hereby consent to the voluntary dissolution of said corporation as of the \_\_\_\_\_ day of December 2005, and the president or vice-president and the secretary or treasurer secretary of said Corporation are hereby authorized to execute and file Articles of Dissolution with the Florida Department of State.

ANDRE K. HERZOC

SABRINA PARISETTE-HERZOC

**DIRECTOR** 

SABRINA PARISETTE-HERZOG

**SHAREHOLDERS**