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Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.  
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DISSOLUTION

SARELLA, INC.

Certificate of Status	1
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Estimated Charge	\$43.75

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WDS  
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ARTICLES OF DISSOLUTION  
OF  
SARELLA, INC.

The undersigned, as Secretary of SARELLA, INC., does hereby certify and affirm that the following are true and correct:

1. The name of Corporation: SARELLA, INC.
2. Debts, Obligations and Liabilities: All debts, obligations and liabilities of SARELLA, INC., have been paid or discharged, or, adequate provision for same has been satisfactorily made.
3. Property and Assets: All property and assets of SARELLA, INC., will be distributed to its stockholders in accordance with their rights and interest after such assets were used to satisfy the liabilities and obligations of SARELLA, INC.
4. Pending Action: There are no actions pending against SARELLA, INC., in any court.
5. Stockholder Action: Attached hereto is an executed Special Corporate Action by Written Consent of Shareholders and Sole Director of SARELLA, INC., to dissolve the Corporation. A total of 5,000 shares out of 5,000 shares voted for the dissolution, and the number cast for dissolution was sufficient for approval.
6. Effective Date: These Articles of Dissolution were approved on the 15 day of December, 2000, and shall be effective as of the date filed with the Florida Department of State.

The undersigned has executed these Articles of Dissolution on the 15 day of December, 2000.

SARELLA, INC., a Florida corporation

By: Annette Passarella  
Annette Passarella, Secretary

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Prepared by:  
Bruce H. Bokor, Esquire  
911 Chestnut Street  
Clearwater, Florida 33755  
727-461-1818  
FL Bar No. 0150340  
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WRITTEN CONSENT BY  
SHAREHOLDERS AND SOLE DIRECTOR  
OF  
SARELLA, INC.

The shareholders and sole director of SARELLA, INC., a corporation organized and existing under the laws of the State of Florida, do hereby agree, consent to, adopt and order the following corporate action:

1. The undersigned do hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given.

2. The shareholders and sole director of the corporation have approved a proposal to liquidate and dissolve the Corporation. After careful consideration, the following resolution was unanimously adopted by the shareholders and sole director:

RESOLVED, that the following plan of complete liquidation of SARELLA, INC., in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, be and is hereby adopted:

The sole officer and director is authorized and directed to proceed promptly to wind up the Corporation's affairs, to collect and reduce to possession its assets and to pay or provide for its liabilities.

As soon as possible, counsel for the Corporation shall file Articles of Dissolution of the Corporation with the Secretary of the State of Florida, and the sole officer of the Corporation is authorized to execute all documents necessary in connection with the dissolution.

The Corporation's assets shall be distributed to the shareholders of the Corporation upon cancellation of the shares owned by such shareholders.

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The sole officer shall wind up the affairs of the Corporation; pay or provide for its liabilities; establish a reserve in a reasonable amount to meet the known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and continued expenses, if she deems such reserve desirable; distribute the sales proceeds and any other assets, subject to any remaining liabilities, to the shareholders, and cancel their shares; take all appropriate and necessary action to dissolve the Corporation under Florida law.

If a reserve is established for claims against the Corporation, the sole officer shall arrange for the distribution of any unused balance of the reserve to the shareholders as soon as practicable.

The actions of the sole officer and director of the corporation from the last meeting until the date of this meeting are hereby ratified and confirmed as acts of the corporation.

The undersigned do hereby give their written consent to the foregoing actions.

SOLE DIRECTOR:

  
ANNETTE PASSARELLA

SHAREHOLDERS:

  
ANNETTE PASSARELLA

  
ALBERT PASSARELLA

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