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February 4, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

Re: The Herbits Group, LLC

Dear Madam Secretary,

Enclosed herewith please find Articles of Dissolution of **The Herbits Group, Inc.** for filing, along with my trust account check in the sum of \$35.00 for filing. Please return a letter acknowledging this filing. Thank you.

Very truly yours,

MARC HAUSER

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-02/11/00--01058--009
*****35.00 *****35.00

MH:cs
Encl.

#26:herbitsflg.l11

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00 FEB 11 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION
OF
THE HERBITS GROUP, INC.

FILED
00 FEB 11 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1401 (02) of the Florida General Corporation Act, the above-named corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation.

1. The name of the corporation is THE HERBITS GROUP, INC.
2. The name and respective addresses of its officers are:

| <u>NAME</u> | <u>OFFICE</u> | <u>ADDRESS</u> |
|--------------------|---------------|---|
| Stephen E. Herbits | | 1000 Venetian Way, #904 Miami, FL 33139-1008 |

3. The names and respective addresses of its Directors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| Stephen E. Herbits | 1000 Venetian Way, #904 Miami, FL 33139-1008 |

4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefor.

5. All remaining property and assets of the corporation have been distributed among the shareholders in accordance with their respective rights and interests.

6. There are no actions pending against the corporation in any court.

7. A copy of the Consent of Shareholders to dissolve, dated the 4th day of February , 2000 having been signed by all of the

shareholders of the corporation, has been included in the minutes of the corporation.

DATED this 4th day of February, 2000.

THE HERBITS GROUP, INC.
A Florida Corporation

BY: Stephen E. Herbits
STEPHEN E. HERBITS

STATE OF FLORIDA SS:

COUNTY OF MIAMI-DADE

Be it known that on the 4th day of February, 2000 before me, a Notary Public in and for the State of Florida duly commissioned and sworn personally came and appeared STEPHEN E. HERBITS to me (x) personally known () who presented as I.D.: _____ who did take an oath, and known to me to be the same person described in and who executed the foregoing Articles of Dissolution and he acknowledged the within to be his act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year last above written.

My Commission No. _____
Expires

Marc Hauser
NOTARY PUBLIC STATE OF FLORIDA

Marc Hauser
Printed Name of Notary

RESOLUTION

THIS RESOLUTION made this 4th day of February, 2000

BE IT RESOLVED that the undersigned, representing ONE HUNDRED (100%)PER CENT of the issued and outstanding shares of The Herbits Group, Inc., a Florida Corporation, hereby consents to the execution and filing of Articles of Dissolution of the corporation in accordance with the laws of the State of Florida.

| <u>NAME</u> | <u>NUMBER/PERCENTAGE SHARE</u> | <u>SIGNATURE</u> |
|--------------------|--------------------------------|---------------------------|
| Stephen E. Herbits | 100% | <i>Stephen E. Herbits</i> |
| | | |
| | | |

The above and foregoing has been entered into the books and records of the corporation.

Stephen H. B.
as Secretary