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WILLIAM W. CARPENTER, P.A.

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June 8, 1999

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

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-06/28/99--01068--004
*****45.00 *****43.75

SUBJECT: 5 FORTUNE GROCERY AND DELI, INC.

Dear Sir:

I am the closing agent for the assets purchase and sale of the business known as 5 Fortune Grocery and Deli, Inc. Enclosed please find an original and one copy of the Articles of Dissolution of 5 Fortune Grocery and Deli signed by the Seller, and a check for \$45.00. Would you please file the Articles of Dissolution and time stamp the photocopy of the Articles of Dissolution which I have enclosed. At the same time I am creating a new corporation for the buyer. After you have filed the Articles of Dissolution for the Seller, would you please file the original and one (1) copy of the new Articles of Incorporation of 5 Fortune Grocery and Deli, Inc. for the buyer. I have enclosed a second check for \$122.50 for a filing fee and a certified copy for this purpose. Would you please send the time stamped copy of the Articles of Dissolution from the Seller and the certified copy of the Articles of Incorporation for the Buyer TO:

William W. Carpenter, Esq.
1416 East Robinson St.
Orlando, FL 32801
(407) 898-4100

I have also enclosed a self addressed stamped envelope for the return of the time stamped and certified copy.

Sincerely,



William W. Carpenter
Attorney at Law

Disc
7-12-99
PWS

FILED
99 JUL 12 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
5 FORTUNE GROCERY AND DELI, INC.

1. The name of the corporation is 5 Fortune Grocery and Deli, Inc.
2. The names and respective address of its officers is:


Diana Pentilla
2612 Muscatello St.
Orlando, FL 32837


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

Diana Pentilla
2612 Muscatello St.
Orlando, FL 32837

4. All debts, obligations, and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore,
5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
6. There are no actions pending against the corporation in any court.
7. An executed (or conformed) copy of the written consent to dissolve is attached. Such written consent has been signed by all shareholders of the corporation.

DATED this 4 day of June, 1999.



PRESIDENT


SECRETARY

STATE OF FLORIDA
COUNTY OF ORANGE

Before Me personally appeared Diana Pentilla who is the President and Secretary of 5 Fortune Grocery and Deli, Inc. and she acknowledged before me that she executed the foregoing Articles of Dissolution.

FILED
99 JUL 12 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Witness Whereof, I have hereunto set my hand and seal on this 4 day of June,
1999.



NOTARY PUBLIC

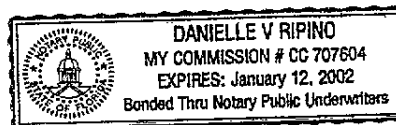
My Commission Expires:



Personally known

☐ Produced Identification

Type of identification produced



**WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS IN
LIEU OF A SPECIAL MEETING OF THE STOCKHOLDERS AND
BOARD OF DIRECTORS PURSUANT TO SECTION 607.0821 AND
607.0704 OF THE FLORIDA GENERAL CORPORATION ACT**

At a Meeting to Liquidate and Dissolve
5 Fortune Grocery and Deli, Inc.

The undersigned, being all the Stockholders and Directors of the above named corporation, hereby take the following actions by written consent in lieu of a Special Meeting of the Board of Directors and Stockholders:


RESOLVED: that the corporation be liquidated in accordance with the provisions of Section 6043 (a) of the Internal Revenue Code of 1954 as amended, and further

RESOLVED, that in accordance with such plan of liquidation, the officers, directors, and the accountant for the corporation be and they hereby are authorized and directed to:


1. file form 966 within 30 days after the date hereof with the district Director of Internal Revenue Service at Chamblee Georgia, together with a copy of this consent,
2. transfer all of the assets of the corporation to the stockholders of the corporation,
3. distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation.
4. file an Articles of Dissolution with the Secretary of State in Tallahassee, Florida.
5. file all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and
6. provide for the payment of any indebtedness owned by the corporation to any creditors to any creditors and/or lienors, if any and

FURTHER RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

DATED: 6/4/99



Diana Pentilla
Sole Shareholder



Diana Pentilla
Sole Director