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February 25, 1998

Florida Department of State
Div. Of Corporations
P.O. Box 6327
Tallahassee, FL 32314

~~400002445174-8~~
~~-03703.98 -01033-020~~
~~*****70.00 *****70.00~~

RE: Gift Baskets Design, Inc.
Gerardo's Marketplace, Inc.

Dear Sir or Madam:

I am corporate counsel for Gift Baskets Design, Inc. and Gerardo's Marketplace, Inc.
Enclosed please find:

- Articles of Dissolution for Gerardo's Marketplace, Inc.
- Articles of Amendment to Articles of Incorporation for Gift Baskets Design, Inc.
- Check for \$70

Please return a file marked copy in the enclosed envelope.

~~400002445174-8~~
~~-03703.98 -01033-020~~
~~*****70.00 *****35.00~~

Gerardo's Marketplace, Inc. will permanently dissolve and does not intend to revoke its corporate dissolution or reinstate it's corporate form. Gerardo's Marketplace, Inc. hereby immediately releases the name of Gerardo's Marketplace, Inc. for use by other corporations.

Please contact the undersigned at (305) 556-5209 if you have any questions about this filing.
Thank you for your assistance.

Sincerely,


Phillip B. Rarick, Esq.

VS APR 3 1998

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GERARDO-SEC-OF-STATE.LTR

**ARTICLES OF DISSOLUTION
OF
GERARDO'S MARKETPLACE, INC.**

FILED
98 APR -2 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GERARDO'S MARKETPLACE, INC., a Florida corporation, executes the following articles of dissolution pursuant to section 607.1403 of the Florida Business Corporation Act:

1. The name of the corporation is GERARDO'S MARKETPLACE, INC. (the "Company").
2. The shareholders of the Company approved the dissolution of the company and these ARTICLES OF DISSOLUTION at a meeting of the shareholders duly called on February 13, 1998.
3. The Company shall be dissolved effective upon the filing of these Articles with the Secretary of State.
4. The number of votes cast by the shareholders of the Company for dissolution was sufficient for approval of that action.

Executed: February 14, 1998

GERARDO'S MARKETPLACE, INC.

By:

Gerardo Seferlis
Gerardo Seferlis, *President*