

P 98000020619

EL GAUCHO, INC.
14770 BISCAYNE BOULEVARD
NORTH MIAMI BEACH, FLORIDA 33181
(305) 949-4948 Fax (305) 947-7907

January 30, 1999

To: Division of Corporations

From: Stacy N. Stern
President

700002765687--8
-02/05/99-01041-009
*****38.75 *****38.75

Attached, please find our "Articles of Dissolution" form.

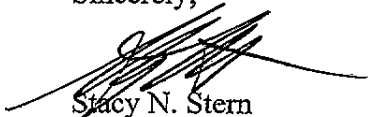
If you have any questions, please direct them to me at (305) 949-4948.

All correspondence should be sent to:

Stacy N. Stern
16531 N.E. 35th Avenue #2
North Miami Beach, Florida 33160

Thank you for your cooperation in this matter.

Sincerely,



Stacy N. Stern
President
El Gaucho, Inc.

Diss
2-10-99
SJS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB -5 AM 11:17

FILED

ARTICLES OF DISSOLUTION

FILED

99 FEB -5 AM 11:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: EL Gaucho, Inc.

SECOND: The date dissolution was authorized: 1-15-99

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

1
(voting group)

Signed this 16 day of January, 19 99

Signature

(By the Chairman or Vice Chairman of the Board, President, or other officer)

President Stacy N. Stern
(Typed or printed name)

President
(Title)