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February 24, 1999

Sandra B. Mortham
Secretary of State
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

Re: El Gaucho, Inc.

I have been retained by Stacy Stern, President and Director of El Gaucho, Inc. to assist her in revoking the dissolution of El Gaucho, Inc. Please find enclosed the Aricles of Revocation of Dissolution, as required to effect the REVOCATION OF DISSOLUTION, pursuant to Fla. Stat. 607.1404.

Sincerely,


Clifford B. Hark, Esq.

cc: Stacy N. Stern

Rev of Diss
3-9-99
MS

FILED
99 MAR -5 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF REVOCATION OF DISSOLUTION

Pursuant to Fla. Stat. 607.1404, this Florida profit corporation submits the following Articles of Revocation of Dissolution:

First: The name of corporation is EL GAUCHO, INC.

Second: The effective date of dissolution is February 5, 1999

Third: The date revocation of dissolution was authorized: February 10, 1999

Fourth: The Corporation's Board of Directors did revoke the dissolution.

Fifth: The Corporation's Board of Directors revoked the a dissolution authorized by the shareholders, which is permitted by action of the Board of Directors acting alone, pursuant to that authorization.

Sixth: Shareholder action was not required to to revoke the dissolution.

Signed this 10 day of February, 1999.

By 
President and Director, Stacy N. Stern

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR -5 AM 11:40

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. Starn

(Typed or printed name)

President

(Title)