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Florida  
United States Virgin Islands  
St. Thomas  
St. Croix

THE CENTER FOR PROFESSIONAL LEGAL SERVICES  
A Private, Full Service Law Firm  
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5405 Diplomat Cir., Ste. 201  
Orlando, Florida 32810  
Phone: (407) 647-7887  
Facsimile: (407) 647-5396

March 19, 1999

Secretary of State  
Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, Florida 32314

Royal Dane Mall  
P.O. Box 6305  
St. Thomas, USVI 00804  
Phone: (340) 774-8481  
Facsimile: (340) 774-4136

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-04/01/99--01051--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Articles of Dissolution of El Asador Argentino, Inc.

Dear Sir or Madam:

Please find herewith the original Articles of Dissolution of El Asador Argentino, Inc., of Orlando, to be filed with the Department of State. Please also find a check for \$35.00 for filing fees.

We further include a copy of the Articles of Dissolution of El Asador Argentino, Inc., of Orlando, to be stamped and returned to us in the enclosed self addressed and stamped envelope.

Thank you for your courtesies in this matter.

Sincerely,

  
Tiffany Suforma  
Law Clerk

TS/

Enclosures

FILED  
99 APR - 1 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Diss.  
4-7-99  
cc

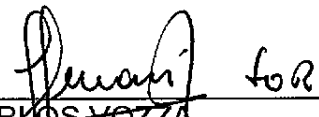
**ARTICLES OF DISSOLUTION  
OF  
EL ASADOR AGRENTINO, INC. OF ORLANDO**

**PURSUANT TO  
FLORIDA STATUTE § 607.1401**

We, the undersigned, being the, incorporators, shareholders, and directors of El Asador Argentino, Inc. of Orlando, a Florida Corporation, unanimously agree to dissolve said corporation, pursuant to Florida Statute, section 607.1401, and pursuant to said statute, states as follows:

1. The date the incorporators signed the Articles of Incorporation is May 20, 1998, and the date of the issuance of the Articles of Incorporation by the State is May 26, 1998.
2. Some of the shares of the corporation have been issued, however, the corporation has not commenced business.
3. All of the corporation's debts have been paid; there are no outstanding debts owed by the corporation.
4. The net assets of the corporation remaining after winding up have been distributed to the shareholders.
5. A majority of the incorporators, directors, and shareholders authorized the dissolution.

Dated: 3.19.1999

  
\_\_\_\_\_  
CARLOS VOZZA  
By Graciela Ferrari through power of  
attorney attached hereto as Exhibit A

Dated: 3.19.1999

  
\_\_\_\_\_  
GRACIELA FERRARI

FILED  
99 APR -1 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FULL POWER OF ATTORNEY

Date : October 26th, 1998

I, Carlos Eduardo Vozza, the undersigned, of Buenos Aires, Argentina, do hereby confer full power of attorney on Graciela Ferrari, of Buenos Aires, Argentina as true and lawful attorney-in-fact for me and in my name, place and stead, and on my behalf, and for my use and benefit, regarding the following:

FIRST To ask, demand, litigate, recover, and receive all manner of goods, chattels, debts, rents, interest, sums of money and demands whatsoever, due or hereafter to become due and owing, or belonging to me, and to make, give and execute acquittances, receipts, satisfactions or other discharges for the same, whether under seal or otherwise;

SECOND To make, execute, endorse, accept and deliver in my name or in the name of my aforesaid attorney all checks, notes, drafts, warrants, acknowledgments, agreements and all other instruments in writing, of whatever nature, as to my said attorney-in-fact may seem necessary to conserve my interests;

THIRD To execute, acknowledge and deliver any and all contracts, debts, leases, assignments of mortgage, extensions of mortgage, satisfactions of mortgage, releases of mortgage, subordination agreements and any other instrument or agreement of any kind or nature whatsoever, in connection therewith, and affecting any and all property presently mine or hereafter acquired, located anywhere, which to my said attorney-in-fact may seem necessary or advantageous for my interests;

FOURTH To enter into and take possession of any lands, real estate, tenements, houses, stores or buildings, or parts thereof, belonging to me that may become vacant or unoccupied, or to the possession of which I may be or may become entitled, and to receive and take for me and in my name and to my use all or any rents, profits or issues of any real estate to me belonging, and to let the same in such manner as to my attorney shall seem necessary and proper, and from time to time to renew leases;

**FIFTH** To commence, and prosecute on my behalf, any suits or actions or other legal or equitable proceedings for the recovery of any of my lands or for any goods, chattels, debts, duties, and to demand cause or thing whatsoever, due or to become due or belonging to me, and to prosecute, maintain and discontinue the same, if he or she shall deem proper;


**SIXTH** To take all steps and remedies necessary and proper for the conduct and management of my business affairs, and for the recovery, receiving, obtaining and holding possession of any lands, tenements, rents or real estate, goods and chattels, debts, interest, demands, duties, sum or sums of money or any other thing whatsoever, located anywhere, that is, are or shall be, by my said attorney-in-fact, thought to be due, owing, belonging to or payable to me in my own right or otherwise;

**SEVENTH** To appear, answer and defend in all actions and suits whatsoever that shall be commenced against me and also for me and in my name to compromise, settle and adjust, with each and every person or persons, all actions, accounts, dues and demands, subsisting or to subsist between me and them or any of them, and in such manner as my said attorney-in-fact shall think proper; hereby giving to my said attorney power and authority to do, execute and perform and finish for me and in my name all those things that shall be expedient and necessary, or which my said attorney shall judge expedient and necessary in and about or concerning the premises, or any of them, as fully as I could do if personally present, hereby ratifying and confirming whatever my said attorney shall do or cause to be done in, about or concerning the premises and any part thereof.

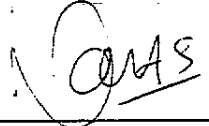
Powers conferred on said attorney-in-fact shall not be restricted or limited by the aforementioned specifications regarding situation of representation. The rights, powers and authority of said attorney-in-fact granted in this instrument shall commence and be in full force and effect on October 26th, 1998, and such rights, powers and authority shall remain in full force and effect thereafter until I give notice in writing that such power is terminated.

It is my desire, and I so freely state, that this power of attorney shall not be affected by any subsequent disability or incapacity that may befall me.

FURTHERMORE, upon a finding of incompetence by a court of appropriate jurisdiction, this power of attorney shall be irrevocable until such time as said court determines that I am no longer incompetent.

  
\_\_\_\_\_  
Carlos Eduardo Vozza

I, Carlos Eduardo Vozza, whose name is signed to the foregoing instrument, having been duly qualified according to the law, do hereby acknowledge that I signed and executed this power of attorney; that I am of sound mind; that I am eighteen (18) years of age or older; that I signed it willingly and am under no constraint or undue influence; and that I signed it as my free and voluntary act for the purpose therein expressed.

  
\_\_\_\_\_  
Carlos Eduardo Vozza

Notary Public



My commission expires on

