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P98000051335
March 13, 2000

Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

3000003167749--6
-03/13/00-01145-003
*****35.00 *****35.00

Re: GIOBEL, INC.

Dear Ladies and Gentlemen:

Enclosed please find the following documents:

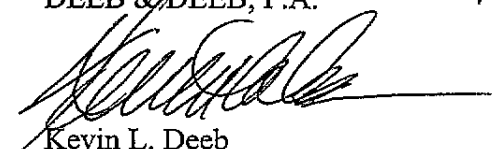
- 1.) Articles of Dissolution of GIOBEL, INC., a Florida corporation;
- 2.) Check in the amount of \$35.00 made out to the Secretary of State.

At your earliest convenience, please dissolve the above referenced corporation.

Should you require additional information, please do not hesitate to contact me at (305)567-2428. Your anticipated cooperation is greatly appreciated.

Very truly yours,

DEEB & DEEB, P.A.


Kevin L. Deeb
For the firm

KLD/gd
enc.
cc: Client

*Diss
3-22-00
KLS*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAR 13 PM 4:24

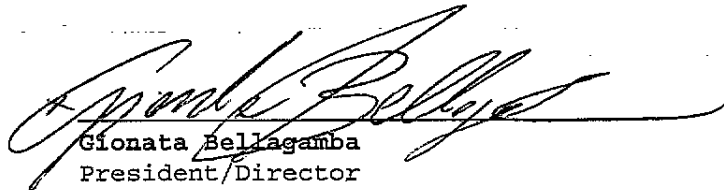
FILED

ARTICLES OF DISSOLUTION

1. The name of the corporation is GIOBEL, INC., a Florida corporation.
2. The names and addresses of each officer and director of said Corporation are as follows:

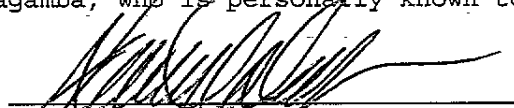
Gionata Bellagamba President, Secretary, Treasurer/
345 Ocean Drive #1103 Director
Miami Beach, FL 33139
3. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provisions have been made therefor.
4. All the remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests.
5. There are no actions pending against the Corporation in any court.
6. A copy of the Joint Resolution by the sole Director and Shareholder to liquidate and dissolve is attached, and was adopted by the director and shareholders of the corporation on February 1, 2000.

DATE: MARCH 7, 2000


Gionata Bellagamba
President/Director

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 7th day of March, 2000 by Gionata Bellagamba, who is personally known to me and who took an oath.


KEVIN L. DEEB
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

INSTRUMENT PREPARED BY:

Kevin L. Deeb, Esq.
Deeb & Deeb, P.A.
999 Ponce de Leon Boulevard
Suite 1015
Coral Gables, Florida 33134



Kevin L. Deeb
My Commission CC766879
Expires August 12, 2002

NOTARY PUBLIC
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

00 MAR 13 PM 4:24

FILED

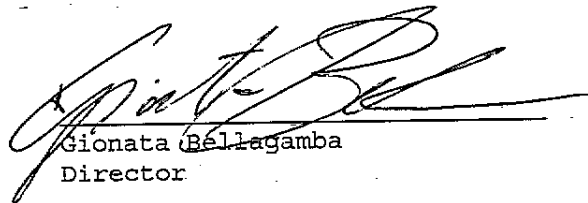
CONSENT ACTION OF THE DIRECTOR
AND SHAREHOLDER
OF

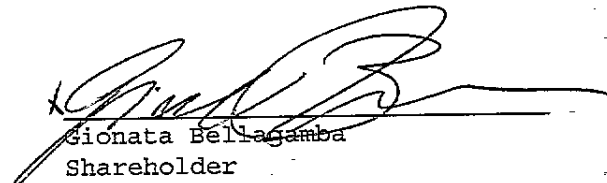
GIOBEL, INC., A Florida corporation

The undersigned, being the sole Director and Shareholder of Giobel, Inc., a corporation incorporated and operating under the laws of the State of Florida (the "Corporation"), hereby consents to the adoption of the following resolution, this instrument to have the same force and effect as if the actions herein referred to had been taken at a timely called and duly held meeting of the Board of Directors, and direct that this written consent to such actions be filed with the minutes of the proceedings of the Board of Directors of the Corporation:

RESOLVED, that since all debts, obligations and liabilities of the Corporation have been paid or discharged and all remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests, that the Corporation be dissolved as of the date hereof.

Dated: MARCH 7, 2000


Gionata Bellagamba
Director


Gionata Bellagamba
Shareholder