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DISSOLUTION OR WITHDRAWAL

BRISTOL L'HERMITAGE INC.

Certificate of Status	0
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#### ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, BRISTOL L'HERMITAGE, INC., Florida for profit corporation ("Corporation"), submits the following Articles of Dissolution:

**WHEREAS**, the document number of the Corporation is P98000064674;

**WHEREAS**, the dissolution was authorized on 5<sup>th</sup>, March 2007 by a Consent to action by the Sole Shareholder of the Corporation having the sufficient number of votes or approval of such dissolution;

**NOW THEREFORE**, be it:

**RESOLVED**, that the Corporation be dissolved upon the effective date of these articles of Dissolution.

**IN WITNESS WHEREOF**, these Articles of Dissolution have been signed, sealed and delivered by the undersigned on this 5<sup>th</sup> day of March, 2007.

  
Camilo Charnat  
Director

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**CONSENT TO ACTION BY**  
**THE SOLE SHAREHOLDER OF**  
**BRISTOL L'HERMITAGE, INC.**

The undersigned, being the Sole Shareholder of **BRISTOL L'HERMITAGE, INC.**, a corporation duly organized and existing under the laws of the State of Florida ("Company"), does hereby consent to and take the following action in lieu of a meeting of Shareholders of the Company, to have the same effect as actions taken at duly called meetings of the Shareholders at which all Shareholders were present and voting.

**WHEREAS**, the Sole Shareholder of the Company, holder of one hundred percent of the voting shares of the Company, believe it to be in the best interest of the Company to completely liquidate and dissolve the Company.

**NOW THEREFORE**, be it:

**RESOLVED**, that the Sole Shareholder hereby approves, authorizes and consents to the complete liquidation and dissolution of the Company in accordance with the provisions of Section 607.1402 and 607.1403 of the Florida Statutes, as amended and as provided in the Plan of Complete Liquidation attached hereto as Exhibit A ("Plan") and incorporated herein;

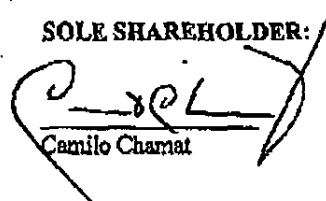
**FURTHER RESOLVED**, that the sole Shareholder hereby acknowledges that the Sole Shareholder of the Company holds 100% of the total voting shares of Company; and

**FURTHER RESOLVED**, that the sole Shareholder is hereby fully authorized to execute any document on behalf of the Company to effectuate the complete liquidation of the Company; and

**FURTHER RESOLVED**, that the sole Shareholder shall perform all acts necessary for the Company to timely comply with the attached Plan of Complete Liquidation.

**IN WITNESS WHEREOF**, this Consent to Action has been signed, sealed and delivered by the undersigned on this 5<sup>th</sup> day of March, 2007.

**SOLE SHAREHOLDER:**

  
Camilo Chamat

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EXHIBIT APLAN OF COMPLETE LIQUIDATION OF  
BRISTOL L'HERMITAGE, INC.

THIS PLAN OF COMPLETE LIQUIDATION ("Plan") is effective as of MARCH, 2007 and is attached as Exhibit A to the Consent to Action by the Sole Shareholder ("Action") of BRISTOL L'HERMITAGE, INC., a Florida corporation ("Company") and made a part thereof.

1. Company shall be completely liquidated in accordance with the provisions of Section 607.1402 and 607.1403 of the Florida Statutes, as amended ("Statutes") and this Plan of Complete Liquidation.

2. Camilo Charnat ("Sole Shareholder") hereby acknowledges being the owner of shares of stock in Company which: (a) consist of 100% of the total voting power of Company; and (b) has a value of equal to 100% of the total value of shares of stock of the Company.

3. Pursuant to this Plan:

a. Company's director has taken all reasonable steps to pay all corporate debt, taxes and other obligations or set up a reserve for the payment of Company's debts, taxes and other obligations.

b. Company's director shall make distributions of all of the cash, other property, rights to property, and rights of Company in complete cancellation (or redemption) of all of the Sole Shareholder's issued and outstanding shares of stock in Company.

4. All of the liquidating distributions (described in paragraph 3.b.) shall be completed within three (3) years after the close of the taxable year in which the first liquidating distribution is paid to the Sole Shareholder. The first liquidating distribution shall be made during calendar year 2007.

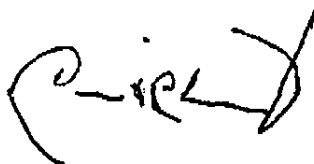
5. Company's only remaining asset is a bank account holding the proceeds from the sale of real estate previously owned by the Company.

6. As soon as the first liquidating distribution has been paid, Company will cease to be a going concern and its activities will be limited to winding up its affairs, paying its debts, distributing its remaining assets to its Sole Shareholder, and dissolving.

7. Company will retain no assets following its final liquidating distribution.

8. Company shall dissolve in accordance with Florida law as soon as practicable after the final liquidating distribution.

IN WITNESS WHEREOF, this Plan of Complete Liquidation of Bristol L'Hermitage, INC. has been signed, sealed and delivered by the undersigned on this ✓ day of MARCH, 2007.



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