

P98000067195

December 11, 2000

Katherine Harris
Division of Corporations
Secretary of State
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

Dear Mrs. Harris:

Enclosed please find our check number 1004 for \$43.75; which includes a request for a certified copy of the Articles of Dissolution.

Enclosed please find a copy of the Articles of Dissolution. Please, return it to me with the filing date stamped on it.

If I can be of any help, please do not hesitate to contact me at your earliest convenience at (305) 863-9535.

I thank you in advance for your attention to this matter.

Sincerely,



Alejandro Zajac
Registered Agent
53 W 3 ST
Hialeah, FL 33010

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*****43.75 *****43.75

FILED
01 JAN -3 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Volante

T. LEWIS JAN 9 2001

**ARTICLES OF DISSOLUTION
OF
MERILLE INSURANCE, INC.**

FILED
01 JAN -3 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1403, Florida Statutes, this corporation adopts the following Articles of Dissolution to its Articles of Incorporation:

- FIRST:** The name and address of this corporation is
MERILLE INSURANCE, INC., 3750 WEST FLAGLER ST., Miami,
Florida 33134.
- SECOND:** The date of the adoption of these Articles of Dissolution is
DECEMBER 11, 2000.
- THIRD:** The dissolution of the corporation was approved by shareholders. The
number of votes cast for the amendment was sufficient for approval.
- FOURTH:** The Articles of Dissolution shall be effective upon the filing with the
Secretary of State of Florida.

Signed this DECEMBER 11, 2000.

MERILLE INSURANCE, INC.

By: _____

Jose Merille, President

MINUTES OF SPECIAL MEETING OF DIRECTORS
OF
MERILLE INSURANCE, INC.

The Special Meeting of Board of Directors was held at 3750 W Flagler St, Miami, Florida, 33134, on this December 11, 2000, at 10:00 o'clock this am.

The following were present:

Jose Merille

Being all of the Directors of the corporation.

Jose Merille was nominated and elected temporary chairman and acted as such. Jose Merille was nominated and elected temporary secretary, and acted as such.

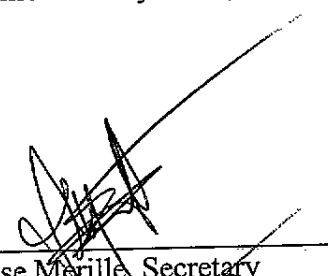
The Board of Directors of this Corporation discuss the merits of dissolving and recommending Dissolution to the Shareholders, and submit for voting the proposed Articles of Dissolution of MERILLE INSURANCE, INC.

The Secretary then presented and read to the meeting a copy of the proposed Articles of Dissolution of MERILLE INSURANCE, INC., which would take effect of dissolving the corporation effective upon the filing of the Articles of Dissolution with the Secretary of State of Florida.

A discussion was had among the Board of Directors on the merits of dissolving and submitting the proposal to the Shareholder, and upon motion duly made, seconded, and carried, the proposal to dissolve the Corporation and to submit to the Shareholders the proposal to dissolve and proposed Articles of Dissolution was approved by the Board of Directors and the Secretary was directed to append to these minutes a copy of the proposed Articles of Dissolution.

There being no further business before the meeting, on motion duly made, seconded and carried, the meeting was adjourned.

Dated December 11, 2000



Jose Merille, Secretary



Jose Merille, Chairman

MINUTES OF SPECIAL MEETING OF SHAREHOLDERS
OF
MERILLE INSURANCE, INC.

This Special Meeting of the Shareholders was held at 3750 W Flagler St, Miami, Florida 33134, on this December 11, 2000, at 10:30 o'clock this am.

The following were present:

Jose Merille

Being all of the Shareholders of the corporation.

Jose Merille was nominated and elected temporary chairman and acted as such. Jose Merille was nominated and elected temporary secretary, and acted as such.

The Board of Directors of this Corporation recommend dissolution to the Shareholders, and submitted to the Shareholders for voting the proposed Articles of Dissolution of MERILLE INSURANCE, INC.

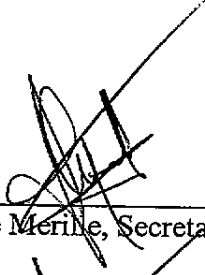
The Secretary then presented and read to the meeting a copy of the proposed Articles of Dissolution of MERILLE INSURANCE, INC., which would take effect of dissolving the corporation effective upon the filing of the Articles of Dissolution with the Secretary of State of Florida.

A discussion was had among the Shareholders on the merits of the Board of Directors' proposal to dissolve the Corporation, and upon motion duly made, seconded, and carried, the proposal to dissolve the Corporation and Articles of Dissolution was adopted and approved by a majority of all the shareholder votes entitled to be cast and the Secretary was directed to append to these minutes a copy of the Articles of Dissolution.

It was further determined that the President of the corporation will be authorized to sign the Articles of Dissolution.

There being no further business before the meeting, on motion duly made, seconded and carried, the meeting was adjourned.

Dated December 11, 2000



Jose Merille, Secretary



Jose Merille, Chairman