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Florida Department of State
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To:
Division of Corporations
Fax Number : (850)205-0380

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2006 JUL 14 PM 2:30

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DISSOLUTION OR WITHDRAWAL

PERIBERG, INC.

Certificate of Status	0
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DIVISION OF CORPORATIONS

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C. Coullette JUL 14 2006

**ARTICLES OF DISSOLUTION
OF
PERIBERG, INC.,
a Florida corporation**

1. The name of the Corporation is PERIBERG, INC.
2. The name and respective addresses of its Officers are:

CHANTAL D'ADESKY SCHEINBERG - President
3329 Flamingo Drive
Miami Beach, Florida 33140

KENNETH M. MYERS - Vice President/Secretary
c/o Squire, Sanders & Dempsey
200 South Biscayne Blvd.
Suite 4000
Miami, FL 33131

3. The name and addresses of the Directors of the Corporation are:

CHANTAL D'ADESKY SCHEINBERG
3329 Flamingo Drive
Miami Beach, Florida 33140

KENNETH M. MYERS
c/o Squire, Sanders & Dempsey
200 South Biscayne Blvd.
Suite 4000
Miami, FL 33131

4. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.

5. All the remaining property and assets of the Corporation have been distributed to the Shareholders as set forth on the Written Action attached hereto as Exhibit "A" and made a part hereof.

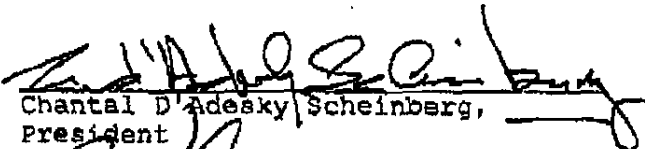
6. There are no actions pending against the Corporation in any court. Further, the Corporation has no intention of revoking this voluntary dissolution, and the Corporation's name is immediately available for use by any other corporation.

7. Dissolution of the Corporation was approved by the Shareholders as of the 18th day of April, 2006.

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8. The dissolution was approved by the Shareholders and such vote was sufficient for dissolution. The Written Consent to Dissolve signed by the Shareholders is attached hereto as Exhibit "A".

DATED as of the 18th day of April, 2006.


Chantal D'Adesky Scheinberg,
President


Kenneth M. Myers, Secretary

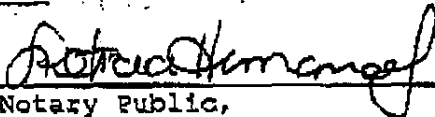
STATE OF FLORIDA

SS:

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 18th day of April, 2006 by CHANTAL D'ADESKY SCHEINBERG, President of PERIBERG, INC., a Florida corporation, who is personally known to me or who has produced _____ as identification.




Notary Public,
State of Florida at Large

Leticia Hernandez
Type/Print/or Stamp Name of Notary

My Commission Expires:

STATE OF FLORIDA

SS:

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 18th day of April, 2006 by KENNETH M. MYERS Secretary of PERIBERG, INC., a Florida corporation, who is personally known to me or who has produced _____ as identification.



Leticia Hernandez
Notary Public,
State of Florida at Large

Leticia Hernandez
Type/Print/or Stamp Name of Notary

My Commission Expires:

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Exhibit "A"

**JOINT WRITTEN ACTION OF
THE MULTIPLE SHAREHOLDERS OF
PERIBERG, INC.,
a Florida corporation**

The undersigned, being the Shareholders and Directors of PERIBERG, INC., a Florida corporation, (hereinafter the "Corporation"), hereby take the following written actions in lieu of holding a meeting regarding same, all pursuant to the terms of the Florida Statutes:

BE IT RESOLVED:

1. That, the Board of Directors and the Shareholders hereby approve and adopt the following Plan of Liquidation and Dissolution for the Corporation, to wit:

**PLAN OF LIQUIDATION
AND DISSOLUTION**

1) That, within thirty (30) days after the date of this meeting, Counsel or accountants for the Corporation shall file Form 966 with the District Director of the Internal Revenue Service, Ogden, UT 84201-0012 attaching to such form a certified copy of this resolution, indicating that the stockholder and director adopt a plan of liquidation and dissolution.

2) That, the Corporation, by its duly authorized officers, may proceed to complete the sale of its property, if any, as an incident to the plan of liquidation and dissolution adopted by the stockholder and director pursuant to Sections 331, 453(h) and 453B(h) of the Internal Revenue Code of 1986, as amended.

3) That, the Corporation, by its duly authorized officers, within twelve (12) months after the date of this meeting, shall distribute all of the corporate assets, except those retained to meet corporate obligations (including unascertained or contingent liabilities and expenses), to the stockholders.

4) That, as soon as practical, but not later than twelve (12) months after the date of this meeting, Counsel for the Corporation shall file a certificate for the dissolution of the Corporation pursuant to Florida Statutes, and that

the officers of this Corporation are hereby authorized to execute any and all documents to effectuate such dissolution.

5) That, the officers and the directors be and they are hereby empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the stockholders and directors, said officers and the directors being authorized to adopt subsequent resolutions to effectuate the intent of the stockholders and the directors to liquidate and dissolve the Corporation in accordance with a plan of liquidation and dissolution adopted pursuant to Sections 331, 453(h) and 453B(h) of the Internal Revenue Code of 1986, as amended.

2. That, the President of this Corporation be and is hereby authorized and empowered and directed to execute and deliver all documents and take all other actions, in his sole discretion, may determine to be necessary or desirable in order to effectuate the provisions of the Agreement, and such other documents as may be required to effectuate the Agreement and the foregoing resolutions, and to agree to such terms and conditions as may be necessary, any such determination to be conclusively evidenced by the execution of any such document or the doing of any such act; and

3. That, the Secretary of the Corporation be, and is hereby, authorized and empowered to attest the execution of any of the foregoing documents and to certify to the adoption of the foregoing resolutions as of the date hereof.

DATED: As of April 18, 2006.


DIRECTORS:

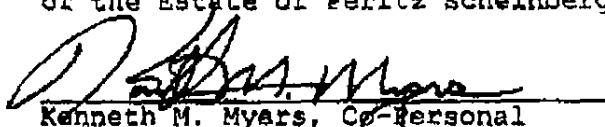

Chantal D'Adesky Scheinberg


Kenneth M. Myers

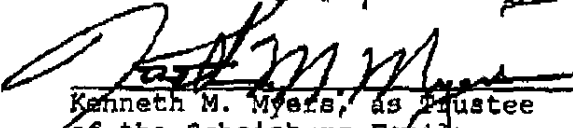
SHAREHOLDERS:

Shares:


Chantal D'Adesky Scheinberg, 80
Co-Personal Representative
of the Estate of Peritz Scheinberg


Kenneth M. Myers, Co-Personal
Representative of the Estate of
Peritz Scheinberg


Chantal D'Adesky Scheinberg


Kenneth M. Myers, as Trustee 20
of the Scheinberg Family
Trust, dated October 7, 1998

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