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PP9000054889
January 1, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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

RE: GEM VENDING, INC.

Enclosed please find the original and one copy of Articles of Dissolution for GEM VENDING, INC., for filing with your office. Also enclosed is a check in the amount of Forty Three Dollars and 75/100 (\$43.75) to cover the following fees:

Filing Fee	\$35.00
Certified Copy Fee	8.75

After your review of the enclosed, please file same with your office and return proof of filing and the certified copy to the undersigned. If you have any questions concerning this matter, please do not hesitate to contact me.

Very truly yours,

Sandy Levitt

SAL:bc
Enclosure

FILED
01 JAN 22 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dissolution

T BROWN JAN 25 2001

**ARTICLES OF DISSOLUTION
OF
GEM VENDING, INC.**

FILED
01 JAN 22 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE provisions of Section 607.1403 Florida Statutes, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving:

1. The name of the corporation is GEM VENDING, INC.
2. Dissolution was authorized by resolution of the Board of Directors on January 18, 2001 and by unanimous vote of the Shareholders on January 18, 2001.
3. Of the shares outstanding and entitled to vote on the matter of dissolution, 100% voted for dissolution. No voting by classes is required, and the foregoing vote is sufficient for approval of dissolution.

Dated, this 18 day of January, 2001.

ATTEST:

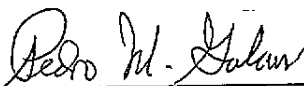
GEM VENDING, INC., a Florida corporation

BY: *Maia Galan*
SECRETARY


BY: *Peter M. Galan* [SEAL]
PRESIDENT

CONSENT OF SHAREHOLDERS TO DISSOLUTION

THE UNDERSIGNED, being the holders of all outstanding shares of GEM VENDING, INC., do hereby consent to the voluntary dissolution of said corporation and do authorize the president of said corporation to execute and file of Articles of Dissolution with the Florida Department of State.



PEDRO M. GALAN



MARIA GALAN