## Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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From:

Account Name

: EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255

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### DISSOLUTION

#### ROSETTI HOLDINGS CORPORATION

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$43.75

EMPIRE CORPORATE KIT

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### ARTICLES OF DISSOLUTION

- 1. The name of the corporation is Rosetti Holdings Corporation.
- 2. The names and addresses of each officer and director of said Corporation are as follows:

Inna Maltseva President & Director 520 Brickell Key Drive Suite 0-305 Miami, Florida 33131 SECRETARY OF STALLAHASSEE FE

- 3. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provisions have been made therefore
- 4. All the remaining property and assets of the Corporation 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 December 6, 1999.

DATE: March 29. 2000

I. markena

Inna Maltseva President/Director

STATE OF FLORIDA

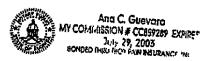
SS:

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 29th day of March, 2000 by Inna Maltseva, who is personally known to me and who took an oath.

NOTARY PUBLIC

My Commission Expires: INSTRUMENT PREPARED BY: STEPHEN A. FREEMAN - FBN 146795 FREEMAN, BUTTERMAN, HABER & ROJAS 520 Brickell Key Drive, O-305 Miami, Florida 33131 (305) 374-3800



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### CONSENT ACTION OF THE DIRECTOR AND SHAREHOLDER OF ROSETTI HOLDINGS CORPORATION

The undersigned, being the sole Director and Shareholder of Rosetti Holdings Corporation, a corporation incorporated and operating under the laws of the State of Florida (the "Corporation"), hereby consent 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 29, 2000.

Inna Maltseva, Director

ST. FRANCIS LIMITED

Haueury Shareholder

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