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Florida Department of State
Division of Corporations
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

DISSOLUTION
NEW VINTAGE CORP.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 15, 2004

NEW VINTAGE CORP.
1001 BRICKELL BAY DR
SUITE 2908
MIAMI, FL 33131

SUBJECT: NEW VINTAGE CORP.
REF: P99000074953

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is making reference to a corporate consent of dissolution being attached, however there is no attachment.

Please state a specific date that the dissolution was authorized.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6027.

Michelle Milligan
Document Specialist

FAX Aud. #: H04000146689
Letter Number: 504A00045200

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF DISSOLUTION
OF
NEW VINTAGE CORP.

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the above named Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

ARTICLE ONE
NAME

The name of the Corporation is "NEW VINTAGE CORP."

ARTICLE TWO
OFFICERS

The name and address of its sole officer are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
CHRISTOPHER A. CORLAT	President, Vice President Secretary and Treasurer	1001 Brickell Bay Dr., Suite #2908 Miami, FL 33131

ARTICLE THREE
DIRECTORS

The name and address of its sole director are:

<u>Name</u>	<u>Address</u>
CHRISTOPHER A. CORLAT	1001 Brickell Bay Dr., #2908 Miami, Florida 33131

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**ARTICLE FOUR
LIABILITIES**

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

**ARTICLE FIVE
DISTRIBUTION OF ASSETS**

All remaining property and assets of the Corporation have been distributed among the shareholders in accordance with their respective rights and interests.

**ARTICLE SIX
LEGAL ACTIONS**

There are no actions pending against the Corporation in any court.

**ARTICLE SEVEN
ELECTION TO DISSOLVE**

A copy of the Corporate Consent of Shareholders to Dissolve, having been signed by all of the shareholders of the Corporation effective on the 15 day of July, 2004 is attached hereto.

DATED effective this 15 day of July, 2004.

NEW VINTAGE CORP.,
a Florida corporation

Christopher A. Coriat

CHRISTOPHER A. CORIAT
Sole Officer and Director

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JOINT WRITTEN CONSENT

OF SOLE DIRECTOR AND SOLE SHAREHOLDER

OF

NEW VINTAGE CORP.

The undersigned, constituting the Sole Director and the sole Shareholder of **NEW VINTAGE CORP.**, a Florida corporation, (the "Corporation") do hereby consent, pursuant to the Florida General Corporation Act, to the adoption of the following preambles and resolutions in lieu of a special joint meeting of the Board of Directors and Shareholder of the Corporation:

WHEREAS, THE WESTWIND COMPANY, a Turks & Caicos corporation, is the owner of all 1,000 shares of the common stock of the Corporation, which constitute all of the issued and outstanding shares of the Corporation.

WHEREAS, the Corporation desires to adopt a Plan of Liquidation.

NOW, THEREFORE, BE IT RESOLVED, that the Plan of Liquidation of the Corporation in the form attached hereto, is hereby approved, ratified and adopted, thereby permitting the liquidation of the Corporation in accordance with '331 of the Internal Revenue Code, as amended (the "Code"), and the dissolution of the Corporation pursuant to Florida Statutes '607.1402; and

RESOLVED, that the President and Secretary of the Corporation be, and they are hereby authorized, empowered and directed in the name and on behalf of the Corporation, to take such additional action and to execute and deliver such additional agreements, documents and instruments as they may deem necessary or appropriate to implement the provisions of the foregoing resolutions,

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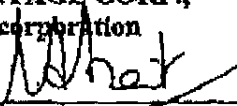
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the authority for the taking of such action and the execution and delivery of such agreements, documents and instruments to be conclusively evidenced thereby.

IN WITNESS WHEREOF, the undersigned have executed this unanimous Joint Written Consent effective as of the 15 day of July, 2004.

NEW VINTAGE CORP.,
a Florida corporation


CHRISTOPHER A. CORIAT
Sole Officer and Director

Sole Stockholder:

THE WESTWIND COMPANY,
a Turks & Caicos corporation,

By: 
SABRE MANAGEMENT LIMITED,
Sole Director

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