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August 7, 1997

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-08/11/97--01043--023
*****35.00 *****35.00

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

Re: Luigi BG Management, Inc.

Dear Sir:

Enclosed please find the Articles of Dissolution Pursuant to Section 607.1403 of the Florida Business Corporation Act of Luigi BG Management, Inc. Also enclosed is check no. 10744 in the amount of \$35.00 for filing same.

Thank you for your assistance in this matter.

Very truly yours,

Gregory A. Fox
GREGORY A. FOX
Attorney at Law

GAF/mss

Enclosures

FILED
97 SEP 16 AM 9 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Del
9/16*

Vol. Diss.

ARTICLES OF DISSOLUTION PURSUANT TO SECTION
607.1403 OF THE FLORIDA BUSINESS CORPORATION
ACT OF LUIGI MANAGEMENT, INC.

FILED
97 SEP 16 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Department of State
Tallahassee, Florida 32314

Date Paid
Filing Fee \$35.00

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is **LUIGI MANAGEMENT, INC.**
2. The Dissolution was authorized on August 6, 1997.
3. The number of votes cast for dissolution was sufficient for approval.
4. Adequate provision has been made for the payment of all of the liabilities and obligations of the corporation.
5. All the property and assets of the corporation remaining after the payment of all debts, obligations, and liabilities of the corporation, have been distributed among its shareholders in accordance with their respective rights and interests.
6. There are no actions pending against the corporation in any court.
7. The corporation elected to dissolve by act of the corporation, a resolution to dissolve having been duly adopted by the all the shareholders on August 6 1997. A copy of this resolution is attached to these Articles.

Dated: August 6, 1997

LUIGI MANAGEMENT, INC.

By: 

DONALD SWIRSKY
President

The foregoing instrument was acknowledged before me this 6th
day of August, 1997 by **DONALD SWIRSKY** who has produced a driver's
license as identification.


Notary Public

My commission expires:



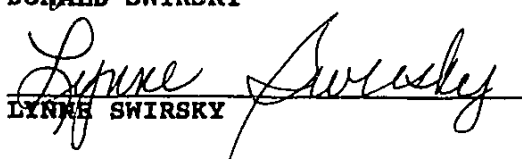
Gregory A. Fox
MY COMMISSION # CC568165 EXPIRES
August 5, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

WAIVER OF NOTICE OF SPECIAL MEETING OF BOARD OF STOCKHOLDERS
OF
LUIGI MANAGEMENT, INC.

The undersigned, representing all of the Stockholders of the above-named Corporation, do hereby waive all notice of the Special Meeting of Stockholders of said Corporation, and do consent that said meeting shall be held on August 6, 1997, for the purpose of considering the dissolution of the Corporation and for such other business as may lawfully come before said meeting at the Law Office of FOX & FOX, P.A. 28050 U.S. 19 North, Suite 100, Clearwater, Florida 33761.

Dated: August 6, 1997


DONALD SWIRSKY


LYNNE SWIRSKY

**MINUTES OF SPECIAL MEETING OF
THE STOCKHOLDERS OF
LUIGI MANAGEMENT, INC.**

A Special Meeting of the Stockholders of the above-named Corporation was held at the time and place as specified in the Waiver of the Meeting which is attached to these Minutes and which shall become a permanent part thereof. The Meeting began promptly on time.

The President of the Corporation called the Meeting to order and directed that the Secretary call the roll.

A motion duly made and carried of what was taken viva voce and Don Swirsky, President and was duly elected Chairman of the meeting.

A Waiver of Notice of Special Meeting of Stockholders was presented and same was ordered and filed.

The Chairman then directed the Secretary to call the roll if the Stockholders from the Stockbook of the Corporation. The following Stockholders were present in person:

**DON SWIRSKY
LYNNE SWIRSKY**

The Chairman then requested all proxies to be filed with the Secretary. No proxies were presented, all the Stockholders being present to vote in person.

The Chairman then stated that a majority of the total number of shares of the capital stock of the Corporation issued was represented, and that the Meeting was complete and ready to transact any business before it.

On motion duly made and carried the Minutes of the last Meeting of Stockholders were read and approved.

Thereupon the President and Treasurer of the Corporation made their reports.

The business affairs of the Corporation for the preceding year were discussed and approved by the Stockholders.

The Stockholders next considered the following Corporate Resolution adopted by the Board of Directors to dissolve the Corporation:

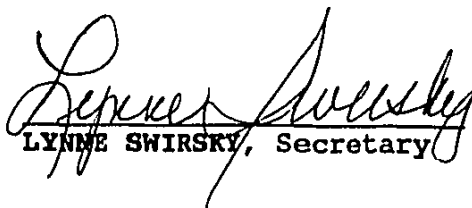
It is resolved that the Board of Stockholders considers it in the best interest of the corporation to dissolve and distribute its assets to its creditors and shareholders. It is further resolved that all the property remaining in the corporation as of this date shall be distributed to the shareholders.

It is further resolved that the officers are authorize to file Articles of Dissolution with the secretary of State and the officers are also further directed to take whatever action is necessary to wrap up the affairs of the corporation and distribute the assets in accordance with the terms of this resolution.

Upon Motion duly made, seconded and unanimously carried, the corporate resolution was adopted.

There being no further business, the meeting was, on motion, adjourned.

Dated: August 6, 1997


LYNNE SWIRSKY, Secretary

RATIFICATION OF SPECIAL MEETING OF BOARD OF STOCKHOLDERS

OF

LUIGI MANAGEMENT, INC.

WE, the undersigned, being all of the Stockholders of the above-named corporation, do hereby ratify, approve and confirm all that has occurred at the foregoing meeting, the Minutes of which we have read, and in signification of such approval, ratification and confirmation and of our assent to any and all acts at said meeting do hereby sign our names.

Dated: August 6, 1997


DONALD SWIRSKY


LYNNE SWIRSKY



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 20, 1997

GREGORY A. FOX, P.A.
28050 U.S. 19 NORTH
SUITE 100
CLIFARWATER, FL 34621

SUBJECT: LUIGI MANAGEMENT, INC.
Ref. Number: S30235

We have received your document for LUIGI MANAGEMENT, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the copy of the resolution referred to in your document.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 397A00042100