

S53642

Florida Department of State
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Division of Corporations
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DIVISION OF CORPORATIONS

DISSOLUTION

EUROPEAN SPECIALTY GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

Volum. Dissolved

9-29-00 DC

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ARTICLES OF DISSOLUTION
OF
EUROPEAN SPECIALTY GROUP, INC.

ARTICLE I

Name

The Name of this corporation is:

EUROPEAN SPECIALTY GROUP, INC.

ARTICLE II

The name(s) and Address(es) of the Officers of the corporation are:

Rosa M. Menendez, President
1320 S. Dixie Highway
Sixth Floor
Coral Gables, FL 33146

Rosario P. Duncan, Secretary
1320 S. Dixie Highway
Sixth Floor
Coral Gables, FL 33146

ARTICLE III

The name(s) and address(es) of the Board of Directors are:

Antonio M. Sierra
1320 S. Dixie Highway
Sixth Floor
Coral Gables, FL 33146

Rosa M. Menendez
1320 S. Dixie Highway
Sixth Floor
Coral Gables, FL 33146

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ARTICLE IV

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

ARTICLE V

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

ARTICLE VI

There are no actions pending against the corporation.

ARTICLE VII

The Directors and Shareholders have elected to dissolve the corporation by unanimous vote.

Signed on September 27, 2000.


ATTEST: Rosario P. Duncan
Secretary

EUROPEAN SPECIALTY GROUP, INC.
a Florida corporation


BY: Rosa M. Menendez, President

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

SS.

The foregoing instrument was acknowledged before me this 27TH day of SEPTEMBER, 2000, by ROSA M. MENENDEZ, President and ROSARIO P. DUNCAN, Secretary of European Specialty Group, Inc.

WITNESS my hand and seal in the County and State last aforesaid this 27TH day of SEPTEMBER, 2000.

My commission expires:




NOTARY PUBLIC

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CERTIFICATE AS TO RESOLUTIONS

I, **ROSARIO P. DUNCAN**, Secretary of **EUROPEAN SPECIALTY GROUP, INC.**, a Florida corporation, being first duly sworn and deposed hereby certify as follows:

At a Special Meeting of the Shareholders and Board of Directors of the Corporation, duly and regularly held in accordance with the Corporation's Bylaws on September 27, 2000, at which a quorum as prescribed by law and the by-laws of the Corporation was present and voting throughout, the following recitals and resolutions were unanimously adopted and the same have not been revoked, cancelled, annulled or amended in any manner and are in full force and effect on the date of this Certificate:

RESOLVED, that the Board of Directors and the Shareholders adopt a plan of Liquidation pursuant to Section 331 of the Internal Revenue Code of 1954 as amended as recommended by the corporation's attorney. The following Plan of Liquidation is adopted:

1. The Corporation shall cease to carry on any business, except insofar as may be necessary for the proper winding up thereof, and shall take the necessary steps to complete formal dissolution under the Florida Corporate Act; and shall withdraw from all jurisdictions in which it is qualified to do business.

2. The Corporation shall proceed to collect its assets and, after paying or adequately providing for payment of all of its obligations, it shall distribute the remainder of its assets, in cash and in kind, to its shareholders.

3. That **Rosa M. Menendez** as President and **Rosario P. Duncan** as Secretary of the corporation are hereby authorized to execute any and all documents necessary or relevant to said dissolution.

IN WITNESS WHEREOF, this Certificate has been signed and the seal of the Corporation has been affixed hereto this 27th day of September, 2000.


Rosario P. Duncan
Secretary

SWORN TO and SUBSCRIBED before me this 27th day of September, 2000, at Coral Gables, Miami-Dade County, Florida.


NOTARY PUBLIC

My Commission Expires:



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MINUTES OF SPECIAL MEETING OF THE SHAREHOLDERS
AND BOARD OF DIRECTORS OF

EUROPEAN SPECIALTY GROUP, INC.

A Special Meeting of the Shareholders and Board of Directors of European Specialty Group, Inc., a Florida corporation, was held at the offices of the corporation on the 27th day of September, 2000, at 10:00 a.m.

Upon a roll call the following were found present:

ROSA M. MENENDEZ	-	Director
ANTONIO M. SIERRA	-	Director and Sole Subscriber to all capital stock of corporation

Rosario P. Duncan, the attorney for the corporation proposed to the Board of Directors and Shareholders that a liquidation pursuant to Section 331 of the Internal Revenue Code of 1954, as amended be adopted. Upon motion duly made, seconded and carried it was unanimously

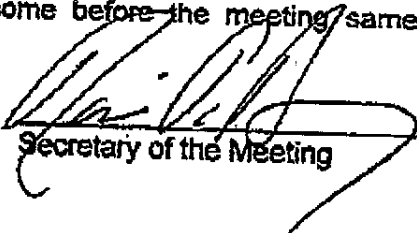
RESOLVED, that the Board of Directors and the Shareholders adopt a plan of liquidation pursuant to Section 331 of the Internal Revenue Code of 1954 as amended as recommended by the corporation's attorney. The following Plan of Liquidation is adopted:

1. The Corporation shall cease to carry on any business, except insofar as may be necessary for the proper winding up thereof, and shall take the necessary steps to complete formal dissolution under the Florida Corporate Act; and shall withdraw from all jurisdictions in which it is qualified to do business.

2. The Corporation shall proceed to collect its assets and, after paying or adequately providing for payment of all of its obligations, it shall distribute the remainder of its assets, in cash and in kind, to its sole shareholders.

3. That Rosa M. Menendez as President and Rosario P. Duncan as Secretary of the corporation are authorized to execute any and all documents necessary or relevant to said dissolution.

There being no further business to come before the meeting same was duly adjourned.


Secretary of the Meeting

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