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October 22, 1998

Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

re: Grandi Intertrade Corp.
Ref. Number 65-0327390

Dear Ladies & Gentlemen:

Enclosed please find Articles of Dissolution for above mentioned corporation effective October 31, 1998 and a check in the amount of \$35 for processing fees. Should you need further information regarding this issue, please call our office.

Thanking you in advance for your cooperation in this matter, I remain,

Sincerely,

EDUARDO GONZALEZ, CPA

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-10/26/98-01094-010
*****35.00 *****35.00

For The Firm:
SAENZ, ROBLEDO, SAX & COMPANY, P.A.

EG/gbh.

enc.

FILED
98 OCT 26 PM 3:39
CLERK OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
10-31-98

TLL OCT 28 1998

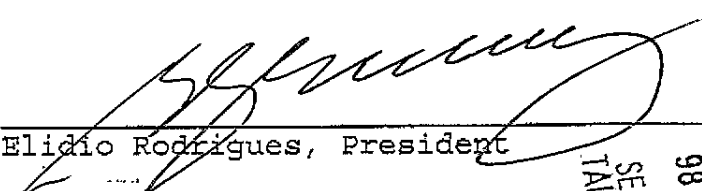
ARTICLES OF DISSOLUTION
(FS Section 607.1402 and 607.1403)

EFFECTIVE DATE

10-31-98

1. The name of the corporation is Grandi Intertrade Corp.
2. The dissolution of this corporation was authorized on October 25, 1998, effective the 31st day of October, 1998.
3. The dissolution was approved by Written Consent under Section 607.0704 by a majority of the shareholders, which number is sufficient for the approval of the dissolution.
4. A copy of the executed Written Consent to Dissolve the Corporation is attached hereto and made part hereof.

DATED this 25th day of October, 1998.


Elidio Rodrigues, President

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WRITTEN CONSENT OF STOCKHOLDERS OF
GRANDI INTERTRADE CORP.
IN LIEU OF SPECIAL MEETING OF STOCKHOLDERS
PURSUANT TO SECTIONS 607.0704 AND 607.1402
OF THE FLORIDA GENERAL CORPORATION ACT

In lieu of a meeting to liquidate and dissolve, the undersigned, being the Sole Stockholder of the above named corporation, hereby takes the following actions and adopts the following Resolutions by written consent in lieu of a Special Meeting of the Stockholders:

RESOLVED, that the corporation be liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended; and

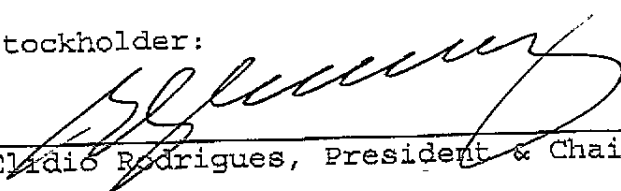
RESOLVED, that in accordance with such plan of liquidation, the officers and directors of the corporation are authorized and directed to:

1. File form 966 within thirty (30) days after the date hereof with the District Director of Internal Revenue Service at Atlanta, Georgia, together with a Copy of this Consent;
2. Liquidate the assets of the corporation and provide for the payment of the outstanding debts of the corporation;
3. Distribute the remaining assets of the corporation in reduction and cancellation of the outstanding stock of the corporation;
4. File a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida; and
5. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets; and

RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation and liquidate and transfer its assets are hereby ratified and confirmed in all aspects.

DATED effective the 25th. day of October, 1998.

Stockholder:


Eladio Rodriguez, President & Chairman