

V37512

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FREEMAN, BUTTERMAN & HABER, LLP.
ATTORNEYS AT LAW

November 25, 1997

Department of State
Division of Corporations
Attn: Amendments
Tallahassee, FL 32314

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-12/01/97--01168--019
*****43.75 *****43.75


RE: Dissolution of Mappin Stores Company

Dear Sir/Madame:

Enclosed please find executed original Articles of Dissolution and Unanimous Written Consent of Shareholders and Directors to Voluntary Dissolution of Mappin Stores Company. Additionally, please find a check in the amount of \$43.75 as payment for the filing fee (\$35.00) and request for Certificate of Dissolution (\$8.75). Please deliver the Certificate of Dissolution to my attention.

Thank you for your consideration. If you have any further questions, please do not hesitate to call.

Very truly yours,



Stephen A. Freeman, Esq.

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FILED
97 DEC -1 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vd. Diss. [Handwritten initials] 12/8

**ARTICLES OF DISSOLUTION PURSUANT TO §607.1403 OF
THE FLORIDA BUSINESS CORPORATION ACT OF
MAPPIN STORES COMPANY**

FILED
97 DEC -1 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Department of State
Tallahassee, Florida 32314

Date Paid: _____
Filing Fee: \$ _____

Pursuant to the provisions of §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 **Mappin Stores Company**.
2. The names and respective addresses of the officers of the corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
<u>Leonel Pozzi</u>	Vice President/ Secretary	<u>Rua cons. Crispiniano, 72 - 4º Andar</u> <u>CEP 01037 Sao Paulo, Brasil</u>
<u>Mauro Fernandez</u>	Vice President	<u>Rua cons. Crispiniano, 72 - 4º Andar</u> <u>CEP 01037 Sao Paulo, Brasil</u>

3. The names and respective addresses of the directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
<u>Leonel Pozzi</u>	<u>Rua cons. Crispiniano, 72 - 4º Andar</u> <u>CEP 01037 Sao Paulo, Brasil</u>

4. Dissolution was authorized on November 11, 1997.
5. The number of votes cast for dissolution was sufficient for approval.
6. Adequate provision has been made for the payment of all of the liabilities and obligations of the corporation.
7. 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.
8. There are no actions pending against the corporation in any court.
9. The corporation elected to dissolve by unanimous written consent of its

9.

shareholders, and such written consent has been signed by all shareholders of the corporation or signed in their names by their duly authorized attorneys. A copy of the resolution is attached to these articles.

Dated: November 15, 1997

Mappin Stores Company

By: 

Leonel Pozzi

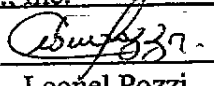
Signature

Its: Director

**UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS AND
DIRECTORS TO VOLUNTARY DISSOLUTION OF
MAPPIN STORES COMPANY**

We, the undersigned, being all of the shareholders and directors of **Mappin Stores Company**, a Florida corporation, consent to the voluntary dissolution of the corporation, and authorize and direct the appropriate officers of the corporation to take all steps necessary or appropriate to carry out the intent of this resolution.

In assent to the above, each of the undersigned stockholders and directors has signed his or her name and dated the signing opposite the number of shares of the corporation held by him or her of record on such date.

<u>Signature</u>	<u>Date</u>	<u>Number of Shares</u>
1. <u>Mappin Lojas de Departamentos</u> <u>S.A., Inc.</u>	<u>Nov. 15, 1997</u>	<u>5,000</u>
By: <u></u> Leonel Pozzi Stockholder/ Director		