

DEVINE•GOODMAN•WELLS,P.A.

V48210

May 12, 2000

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

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-05/15/00--01169--016
*****35.00 *****35.00

RE: Dissolution of Truscello & Sons, Inc., Truscello and Sons Wholesalers,
Inc. and Group International Trading, Inc.

Dear Sir or Madam:

Attached please find (a) the Statement of Intent to Dissolve by Written Consent of the Shareholders, (b) the Articles of Dissolution, and (c) a check for \$35.00 made payable to the Florida Department of State for each of the following three companies:

- (1) Truscello & Sons, Inc.
- (2) Truscello and Sons Wholesalers, Inc.
- (3) Group International Trading, Inc.

Also enclosed are copies of each of the above-mentioned documents to be date-stamped and returned to the undersigned. A self-addressed, stamped envelope is enclosed for your convenience.

If you have any questions, please contact me at (305) 374-8200.

Sincerely yours,



Emilia M. de Quesada

Attachments

cc: S. Truscello

FILED
00 MAY 15 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vol/des

T. LEWIS MAY 24 2000

**GROUP INTERNATIONAL TRADING, INC.
ARTICLES OF DISSOLUTION**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Group International Trading, Inc., a Florida corporation, executes the following articles of dissolution pursuant to Section 607.1403 of the Florida Business Corporation Act.

- FIRST: The name of the corporation is Group International Trading, Inc. (the "Company").
- SECOND: The shareholders of the Company approved the dissolution of the Company by a written consent dated May 8, 2000.
- THIRD: The number of shareholders that signed the written consent to dissolve the Company was sufficient for approval of that action.

EXECUTED: May 8, 2000

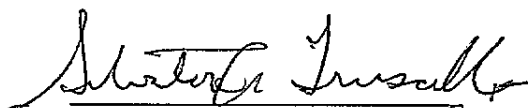
GROUP INTERNATIONAL TRADING, INC.

By: Salvatore A. Truscello
Salvatore A. Truscello
President

**STATEMENT OF INTENT TO DISSOLVE
GROUP INTERNATIONAL TRADING, INC.
BY WRITTEN CONSENT OF THE SHAREHOLDERS**

Pursuant to provisions of Section 607.1402(6) and Section 607.0704 of the Florida Statutes, the undersigned, holding shares of capital stock of Group International Trading, Inc., a Florida corporation, do consent to and take the following action in lieu of holding a meeting of the shareholders of the corporation, to have the same effect as action taken at a duly called meeting of the shareholders:

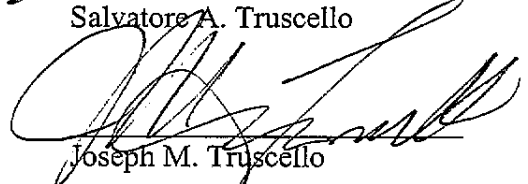
1. The name of the corporation is Group International Trading, Inc.
2. The shareholders of the corporation hereby authorize the dissolution of the corporation.



Salvatore A. Truscello



Edward J. Truscello



Joseph M. Truscello



Edward J. Truscello, Jr.

Dated: May 8, 2000