

**LAWRENCE F. MICHELSON, P.A.**

ATTORNEY AT LAW

1550 MADRUGA AVE.

SUITE 120

CORAL GABLES, FLORIDA 33146

BOARD CERTIFIED  
TAX ATTORNEY

TELEPHONE: (305) 668-0088  
TELEFAX: (305) 666-2705

October 31, 2001

V59308

Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

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-11/02/01-01032--008  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Articles of Dissolution  
Carlos in the Gables the Salon, Inc.

To Whom it may concern:

Enclosed herewith are 1 original and 1 copy of the Articles of Dissolution for the above named Florida corporations.

Also, enclosed is my firm's check in the amount of \$43.75 representing payment of the following:

Filing Fee	\$ 35.00
Certified Copy	<u>8.75</u>
Total	\$ 43.75

Please file the enclosed Articles of Dissolution and return a copy to the undersigned in the self addressed stamped envelope as soon as this has been completed. Thank you very much.

Very Truly Yours,



Lawrence F. Michelson  
LFM/tbm

Enclosures

FILED  
01 NOV -2 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dissolution

T BROWN NOV - 7 2001

cc

FILED  
01 NOV -2 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

Carlos in the Gables the Salon, Inc., by its President and Secretary, for the purposes of complying with the provisions of Section 1402 relating to the filing of Articles of Dissolution, do hereby execute the following Statement of Dissolution:

1. NAME OF CORPORATION

Carlos in the Gables the Salon, Inc.

2. NAMES AND RESPECTIVE ADDRESSES OF ITS OFFICERS:

President and Secretary  
PETER GONZALEZ  
12230 S.W. 16th Ter. #J-104  
Miami, FL. 33175

3. NAMES AND RESPECTIVE ADDRESSES OF ITS DIRECTORS:

PETER GONZALEZ  
12230 S.W. 16th Ter. #J-104  
Miami, FL. 33175

4. The Corporation has elected to dissolve by unanimous written consent of its shareholders, a copy of which, signed by all of its shareholders, is attached hereto as Exhibit "A".

Carlos in the Gables the Salon, Inc.

By:   
PETER GONZALEZ, Secretary

By:   
PETER GONZALEZ, President

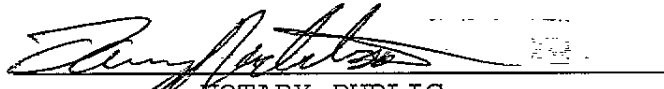
STATE OF FLORIDA )

) SS:

COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared PETER GONZALEZ, President and Secretary of Carlos in the Gables the Salon, Inc. to me known or who has produced a Florida Driver's License as identification, to be the person described in, and who executed the foregoing Articles of Dissolution, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 15 day of October, 2001.

  
NOTARY PUBLIC  
State of Florida at Large

My commission expires:



Lawrence F. Michelson  
Commission # CC 913904  
Expires April 15, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

EXHIBIT "A"

MINUTES OF A SPECIAL MEETING OF ALL  
THE SHAREHOLDERS AND BOARD OF DIRECTORS  
OF  
CARLOS IN THE GABLES THE SALON, INC.

A Special Meeting of the sole Shareholder and Director of this corporation was held at the principal office of the corporation in Miami, FL. at 9:00AM on October 15, 2001.

In attendance was Peter Gonzalez the sole shareholder and director of the Corporation.

He presided over the meeting as President and Secretary and took the minutes thereof.

The Director and Shareholder waived notice of the meeting as evidenced by his signature on the Waiver of Notice which was ordered to be placed at the end of these minutes.

The Director adopted the following resolutions:

RESOLVED, that the Stockholder of the Corporation hereby unanimously consent and approve the liquidation of the corporation all in accordance with the terms and provisions of the plan of liquidation adopted by the Board of Directors of the Corporation and which plan of liquidation is in all respects adopted and approved;

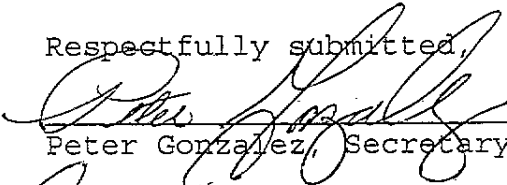
RESOLVED, that the officers of the Corporation on behalf of the Corporation sell or distribute all of the assets and business of the Corporation and it hereby is, approved, that the proper officers of the Corporation are hereby authorized and directed to take such actions as they may deem necessary or desirable to consummate any such sale or distribution;

RESOLVED, that the officers be, and they hereby are, authorized and directed to file Articles of Dissolution pursuant to Section 1403 of the Business Corporation Law of the State of Florida; and

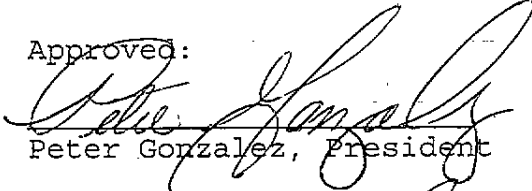
RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to do so or cause to be done all such acts and things as they may deem necessary and proper in order to effect the liquidation and dissolution of the Corporation in accordance with the plan of liquidation adopted by the Board of Directors of the Corporation.

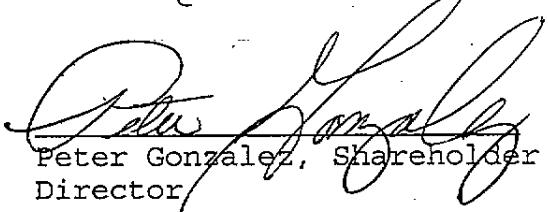
There being no further business to come before the meeting, upon motion duly made and carries, the meeting was hereby adjourned.

Respectfully submitted,

  
Peter Gonzalez, Secretary

Approved:

  
Peter Gonzalez, President

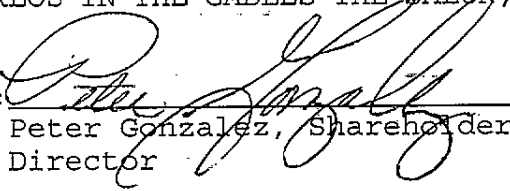
  
Peter Gonzalez, Shareholder and  
Director

NOTICE OF WAIVER

The undersigned, being the sole shareholder and director of CARLOS IN THE GABLES THE SALON, INC., hereby waives notice of the Special Meeting of the Shareholder and Director of the said Corporation and consent to the holding of the meeting at the principal office of the Corporation on the 15th day of October, 2001 at 9:00AM.

CARLOS IN THE GABLES THE SALON, INC.

By:

  
Peter Gonzalez, Shareholder and  
Director