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Certified Legal Assistant

Please Reply To:
West Palm Beach
June 3, 1997

Of Counsel
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Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL. 32314

100002202591--9
-06/05/97-01087-005
*****35.00 *****35.00

RE: Inverde, Inc.

TO WHOM IT MAY CONCERN:

Enclosed please find original and one copy of Articles of Dissolution for the above referenced corporation. Please forward confirmation of this Dissolution to our office.

Also enclosed is our check in the amount of \$35.00 representing your filing fee.

If you have any questions or require any further documentation, please advise.

Very truly yours,

Nancy F. Joy
NANCY F. JOY, CLA

Enc.
cc: Mr. Vincent Pangia

FILED
97 JUN -5 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Volakis

*DMC
6-12-97*

FILED

97 JUN -5 AM 10:09

ARTICLES OF DISSOLUTION OF
OF INVERDE, INC., a Florida Corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to F.S. 607.1403, the undersigned corporations adopts these Articles of Dissolution.

1. The name of the corporation is INVERDE, INC.
2. The names and respective addresses of its officers are as follows:

VINCENT PANGIA, President/Secretary/Treasurer
55 Market Street
Poughkeepsie, NY 12601

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

VERONIQUE PANGIA
135 Seagate
Palm Beach, FL. 33480

SEAN PANGIA
135 Seagate
Palm Beach, FL. 33480

4. All liabilities and obligations of the corporation have been paid or discharged.

5. All remaining assets of the corporation have been distributed to the shareholders according to their respective rights and interests.

6. There are no actions pending against the corporation.

7. A copy of the Shareholders Resolution approving the dissolution is attached hereto and made a part hereof.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Dissolution this 27th day of May, 1997.

INVERDE, INC.

By: 

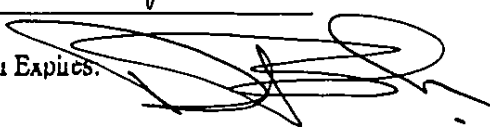
VINCENT PANGIA
President/Secretary/Treasurer

STATE OF NEW YORK
COUNTY OF Dutchess

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared VINCENT PANGIA, personally known to me and known by me to be the person who executed the foregoing Articles of Dissolution, and he acknowledged before me that he executed those Articles of Dissolution, and that he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27th day of April, 1997.

Notary Public
My Commission Expires.


ROBERT S. LEVINE
NOTARY PUBLIC, State of New York
Qualified in Dutchess County
Reg. # 4807865
Commission Expires March 28, 1998

**RESOLUTION OF SHAREHOLDERS
OF INVERDE, INC., a Florida Corporation
TO DISSOLVE CORPORATION**

WHEREAS, at a meeting of the Board of Directors of Inverde, Inc., the Board of Directors adopted a Resolution recommending that the Corporation be dissolved; and

WHEREAS, the Shareholders of the Corporation have duly met and considered the advisability of dissolving the corporation; and

RESOLVED that the Corporation be dissolved; and

RESOLVED that the proper officers of the Corporation are hereby authorized and directed to take such steps as are necessary to give effect to this Resolution.

DATED this 27th day of May, 1997.

INVERDE, INC.

By: 

VERONIQUE PANGIA
Shareholder

By: 

SEAN PANGIA
Shareholder

**RESOLUTION OF BOARD OF DIRECTORS
OF INVERDE, INC., a Florida Corporation**

WHEREAS, the Board of Directors of Inverde, Inc., has determined that it is in the best interests of the Corporation and of its shareholders that the Corporation be dissolved;

RESOLVED, that it is recommended to the Shareholders of the Corporation that the Corporation be dissolved.

DATED this 27th day of May, 1997.

INVERDE, INC.

By: _____

VINCENT PANGIA
President/Secretary/Treasurer

By: _____

VERONIQUE PANGIA
Director

By: _____

SEAN PANGIA
Director