

Filing Fee: \$50.00

ID Number: 3670



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

RECEIVED
SECRETARY OF STATE
DIVISION OF BUSINESS DIV
2012 FEB 10 AM 11:48

BUSINESS CORPORATION

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Sections 7-1.2-1308 and 7-1.2-1309 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

- 1. The name of the corporation is Carousel of Flowers, Inc.
2. The dissolution was approved by (check one):
[checked] consent of the shareholders pursuant to the provisions of Section 7-1.2-1302.
or
[] by an act of the corporation pursuant to the provisions of Section 7-1.2-1303.
3. All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made for the payment.
4. All remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
5. There are no suits pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit.
6. As required by Section 7-1.2-1309 of the General Laws, the corporation has paid all fees and franchise taxes.
7. These Articles of Dissolution shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing

Under penalty of perjury, I declare and affirm that I have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 2/10/12

[Signature]
Signature of Authorized Officer of the Corporation

Theresa Paolucci

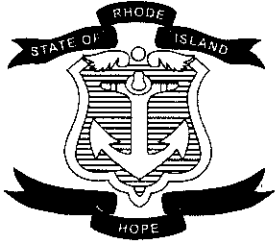
Type or Print Name of Authorized Officer

FILED

FEB 10 2012

BY [Signature] 163165 11:48

3670



STATE OF RHODE ISLAND AND
PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION
ONE CAPITOL HILL
PROVIDENCE, RI 02908

RECEIVED
SECRETARY OF STATE
REGISTRATION DIV
2012 FEB 10 AM 11:48

DAVID DIPALMA
138 WARREN AVE
EAST PROVIDENCE, RI 02914

LETTER OF GOOD STANDING

It appears from our records that **CAROUSEL OF FLOWERS INC** has filed all the required returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of **02/08/2012** regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

DISSOLUTION

Very truly yours,

David M. Sullivan
Tax Administrator

Steven A. Cobb
Chief Revenue Agent
Office Audit and Discovery

FILED *m*

400503:10346608

FEB 10 2012

BY *u* 163165 11:48