

Division of Corporations

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# 514260

Florida Department of State  
Division of Corporations  
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From: Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.  
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## DISSOLUTION

**SOUTH DADE REAL ESTATE INVESTMENTS, INC.**

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$43.75

03 APR - 2 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

*Handwritten signature/initials*

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ARTICLES OF DISSOLUTION  
OF

SOUTH DADE REAL ESTATE INVESTMENTS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of this Corporation is SOUTH DADE REAL ESTATE INVESTMENTS, INC., which was duly incorporated on 10/21/1976, in the State of Florida.

2. The name, title and post office address of each of the officers of the Corporation are as follows:

President, Vice President & Director:

MIGUEL A. HEDED  
2100 Salzedo Street, Suite 300  
Coral Gables, FL 33134

Vice President & Director:

MADELANE HEDED  
2100 Salzedo Street, Suite 300  
Coral Gables, FL 33134

Vice President & Director:

RICARDO A. HEDED  
2100 Salzedo Street, Suite 300  
Coral Gables, FL 33134

3. All debts, obligations and liabilities of this Corporation have been paid or discharged.

4. All the remaining property, cash and assets of the Corporation shall be distributed among its shareholders according to their respective rights and interests.

5. There are no actions pending against the Corporation.

6. The Corporation has elected to dissolve the Corporation pursuant to a special joint action by unanimous written consent of its shareholders. A true copy of the written consent of the shareholders and the resolution to adopt a plan of corporate liquidation is attached hereto and incorporated by reference as Exhibit "A".

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 31 day of March, 2003.

South Dade Real Estate Investments, Inc.

By: 

MIGUEL A. HEJED

President & Director

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**EXHIBIT "A"**

**SPECIAL JOINT ACTION BY UNANIMOUS  
WRITTEN CONSENT OF SHAREHOLDERS OF  
SOUTH DADE REAL ESTATE INVESTMENTS, INC.**

The undersigned being all the stockholders of the above named corporation, a Florida Corporation, do hereby unanimously consent to the following resolutions, taking said action in lieu of meetings, as permitted by statute and the Articles of Incorporation.

**RESOLVED AS FOLLOWS:**

**WHEREAS**, the shareholders of the Corporation have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

**WHEREAS**, the shareholders must adopt and hereby adopt a plan of liquidation and dissolution of the Corporation.

**RESOLVED**, that the following plan of liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provisions for the creditors and debtors of the Corporation, and apportion the remaining assets among the shareholders according to their respective interests:

1. Within thirty (30) days after the date of this meeting, Counsel for the Corporation shall file Form 966 with the Director, Internal Revenue Service, attaching thereto a certified copy of this resolution, indicating that the stockholders and directors have adopted a plan of complete liquidation pursuant to Section 331 of the Internal Revenue Code of 1986.
2. That the Corporation, by its duly authorized officers, proceed to liquidate the assets of the Corporation and distribute such assets, except those retained to meet certain liabilities, to the stockholders, as an incident to the plan of complete liquidation adopted by stockholders and directors pursuant to Section 331 of the Internal Revenue Code of 1986.
3. That as soon as practical thereafter, Counsel for the Corporation shall file a certificate for the dissolution of the Corporation under appropriate provisions of the state of Florida Corporate Law, and that the officers of the Corporation are hereby authorized to execute any and all documents necessary to effectuate such dissolution.
4. That the officers be and they are hereby empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the stockholders and directors, said officers and directors being authorized to adopt any subsequent resolutions to effectuate the intent of the stockholders to liquidate the Corporation in accordance with the plan of liquidation adopted pursuant to Section 331 of the Internal Revenue Code of 1986.

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5. That this consent is signed in counterparts and that all counterparts together shall reflect the consent to the resolution.

IN WITNESS WHEREOF, I have signed this document this 31 day of March, 2003.



MIGUEL A. HEBEO  
President & Director  
Sole Shareholder

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CERTIFIED COPY OF PLAN OF LIQUIDATION  
OF  
SOUTH DADE REAL ESTATE INVESTMENTS, INC.

The undersigned, President and Director of SOUTH DADE REAL ESTATE INVESTMENTS, INC. (hereafter the "Corporation"), hereby certifies that this is a true copy of the plan of liquidation that was adopted by the Corporation on March 31, 2003, as provided for under Florida law.

1. Within thirty (30) days after the date of this meeting, Counsel for the Corporation shall file Form 966 with the Director, Internal Revenue Service, attaching thereto a certified copy of this resolution, indicating that the stockholders and directors have adopted a plan of complete liquidation pursuant to Section 331 of the Internal Revenue Code of 1986.

2. That the Corporation, by its duly authorized officers, proceed to liquidate the assets of the Corporation and distribute such assets, except those retained to meet certain liabilities to the stockholders, as an incident to the plan of complete liquidation adopted by stockholders and directors pursuant to Section 331 of the Internal Revenue Code of 1986.

3. That as soon as practical thereafter, Counsel for the Corporation shall file a certificate for the dissolution of the Corporation under appropriate provisions of the state of Florida Corporate Law, and that the officers of the Corporation are hereby authorized to execute any and all documents necessary to effectuate such dissolution.

4. That the officers be and they are hereby empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the stockholders, said officers being authorized to adopt any subsequent resolutions to effectuate the intent of the stockholders to liquidate the Corporation in accordance with the plan of liquidation adopted pursuant to Section 331 of the Internal Revenue Code of 1986.

Signed this 31 day of March, 2003, under penalty of perjury.

  
MIGUEL A. HELED  
President & Director

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