

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

FILED
01 NOV 20 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 NOV 20 PM 4:36
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C. Coulllette NOV 21 2001

Signature _____

Requested by *SW* 11/20 4:00
Name Date Time

Walk-In _____ Will Pick Up _____

**ARTICLES OF DISSOLUTION
OF
FUCAL, INC.**

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the above-named Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

**ARTICLE ONE
NAME**

The name of the Corporation is "FUCAL, INC."

**ARTICLE TWO
OFFICERS**

The name and address of its sole officer is:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Antonio Sucre	President and Treasurer	1001 Brickell Bay Drive, #2908 Miami, FL 33131
Leonor M. Sucre	Secretary	1001 Brickell Bay Drive, #2908 Miami, FL 33131

**ARTICLE THREE
DIRECTOR**

The name and address of its directors is:

<u>Name</u>	<u>Address</u>
Antonio Sucre	1001 Brickell Bay Drive, #2908 Miami, FL 33131

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Leonor M. Sucre

1001 Brickell Bay Drive, #2908
Miami, FL 33131

**ARTICLE FOUR
LIABILITIES**

All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.

**ARTICLE FIVE
DISTRIBUTION OF ASSETS**

All remaining property and assets of the Corporation have been distributed among the shareholders in accordance with their respective rights and interests.

**ARTICLE SIX
LEGAL ACTIONS**

There are no actions pending against the Corporation in any court.

**ARTICLE SEVEN
ELECTION TO DISSOLVE**

A copy of the Corporate Consent of Shareholders to Dissolve, having been signed by all of the shareholders of the Corporation effective on the 19th day of November, 2001 is attached hereto.

DATED effective this 19th day of November, 2001.

FUCAL, INC., a Florida corporation

By: 
ANTONIO SUCRE, President & Director

By: 
LEONOR M. SUCRE, Secretary and Director

**JOINT WRITTEN CONSENT
OF BOARD OF DIRECTORS AND SHAREHOLDER
OF
FUCAL, INC.**

The undersigned, constituting all of the members of the Board of Directors and the Shareholder of FUCAL, INC., a Florida corporation, (the "Corporation") do hereby consent, pursuant to the Florida General Corporation Act, to the adoption of the following preambles and resolutions in lieu of a special joint meeting of the Board of Directors and Shareholder of the Corporation:

WHEREAS, SUCAL N.V., a Netherlands Antilles corporation, is the owner of 100 shares of the common stock of the Corporation, which constitute all of the issued and outstanding shares of the Corporation.

WHEREAS, the Corporation desires to adopt a Plan of Liquidation.

NOW, THEREFORE, BE IT RESOLVED, that the Plan of Liquidation of the Corporation in the form attached hereto, is hereby approved, ratified and adopted, thereby permitting the liquidation of the Corporation in accordance with §331 of the Internal Revenue Code, as amended (the "Code"), and the dissolution of the Corporation pursuant to Florida Statutes §607.1402; and


RESOLVED, that the President of the Corporation be, and he is hereby authorized, empowered and directed in the name and on behalf of the Corporation, to take such additional action and to execute and deliver such additional agreements, documents and instruments as any of them

may deem necessary or appropriate to implement the provisions of the foregoing resolutions, the authority for the taking of such action and the execution and delivery of such agreements, documents and instruments to be conclusively evidenced thereby.

IN WITNESS WHEREOF, the undersigned have executed this Joint Written Consent as of the 19th day of November, 2001.

FUCAL, INC., a Florida corporation

By: 
ANTONIO SUCRE, President and Director

By: 
LEONOR M. SUCRE, Secretary and Director

SUCAL N.V., a Netherlands Antilles corporation,
Sole Shareholder

By: 
ANTONIO SUCRE, President

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