

# K98585

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 NOV 29 PM 3:38

November 26, 2001

Florida State Department  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301

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-11/29/01--01076--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sirs:

Enclosed herewith are two originals of the Articles of Dissolution of Alfag, Inc. for filing with the Department, together with our check in the amount of \$35.00 in payment of fees.

Please return a recorded original for our files.

Thank you for your prompt attention to this matter.

Very truly yours,

Frank R. S. Fabre

FRSF/mef  
Enclosures

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ARTICLES OF DISSOLUTION  
PURSUANT TO SECTION 607.267 OF THE  
FLORIDA GENERAL BUSINESS CORPORATION ACT OF  
ALFAG, INC.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 NOV 29 PM 3:38

To: Department of State  
Tallahassee, Florida 32304

Date Paid  
Filing Fee \$

Pursuant to the provisions of Section 607.267 of the Florida General Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is ALFAG, INC.

2. The names and respective addresses of the officers of the corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Alfonso G. Álvarez	President	Calle Circunvalacion 190 Colonia San Benito San Salvador, El Salvador
Sonia de Alvarez	Vice President	Calle Circunvalacion 190 Colonia San Benito San Salvador, El Salvador
Javier Alvarez	Secretary	Calle Circunvalacion 190 Colonia San Benito San Salvador, El Salvador

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

<u>Name</u>	<u>Address</u>
Alfonso G. Alvarez	Calle Circunvalacion 190 Colonia San Benito San Salvador, El Salvador
Sonia de Alvarez	Calle Circunvalacion 190 Colonia San Benito San Salvador, El Salvador
Javier Alvarez	Calle Circunvalacion 190 Colonia San Benito San Salvador, El Salvador


4. The corporation has no debts, obligations, or liabilities.

5. There are no actions pending against the corporation in any court.

6. The corporation elected to dissolve by unanimous written consent of stockholders, and such written consent has been signed by all stockholders of the corporation or signed in their names by their attorneys thereunto duly authorized. The corporation elected to dissolve by act of the corporation, a resolution to dissolve having been duly adopted by the stockholders on the 25th day of October 2001. A copy of such resolution is attached to this articles.

Dated: October 25, 2001.

ALFAG, INC.

By:   
Name: Alfonso G. Alvarez  
Title: President

By:   
Name: Javier Alvarez  
Title: Secretary

) REPUBLIC OF EL SALVADOR  
) CITY AND DEPARTMENT OF SAN SALVADOR  
) EMBASSY OF THE UNITED STATES OF AMERICA } SS

The foregoing Articles of Dissolution were acknowledged before me this 25th day of October 2001, by ALFONSO G. ALVAREZ and JAVIER ALVAREZ, as President and Secretary, respectively, of ALFAG, INC., on behalf of the corporation, who presented ELSL PPT # A162559 and ELSL PPT # A230880 as identification and did take an oath.

  
Robert L. Skinner  
Vice Consul of the United States of America

COMMISSION:  
Indefinite 22 USC Sec 110

CERTIFICATE OF CORPORATE RESOLUTIONS  
OF  
SPECIAL JOINT MEETING OF DIRECTORS AND SHAREHOLDERS  
OF  
ALFAG, INC.

I, the undersigned, President of Alfag, Inc., a Florida corporation, DO HEREBY CERTIFY:

That at a special joint meeting of the directors and shareholders of Alfag, Inc., a Florida corporation (the "Corporation") duly called and held at Calle Circunvalacion 190, Colonia San Benito, San Salvador, El Salvador, on the 25th day of October, 2001, at 10:00 A.M., being present all of its directors and sole stockholder, the following resolution was unanimously approved:

RESOLVED: That the Corporation hereby adopts a plan of complete liquidation, the officers, directors and corporate counsel are hereby authorized and directed to see that the following steps are undertaken:

1. That within sixty (60) days after the date of this meeting at which the sole shareholder adopted the plan of liquidation, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Miami, Florida, together with a certified copy of this resolution.

2. That after the plan of liquidation is adopted the Corporation shall make distribution by no later than October 31, 2001.

3. That the Corporation's only asset is a vacant 40 gross acre tract of land located in Miami-Dade County with the following legal description: "The East 1/2 of the East 1/2 of the Northwest 1/4 of Section 20, Township 55 South, Range 39 East, in Dade County, Florida", free and clear of all liens and encumbrances, except for current year real estate taxes, and that the Corporation has no outstanding liabilities on account of the conduct of any trade or business.

4. That the Corporation has no accounts receivable to collect or any claims against which to settle.

5. That the Corporation shall make no distribution of assets other than those set forth in Item 3 to its sole shareholder, Kojakan, S.A., prior to October 31, 2001.

6. That the proper officers of the Corporation shall file a Certificate of Dissolution pursuant to Section 1103 of the Florida Business Corporation Law with the Secretary of the State of Florida.

7. That the proper officers and Corporation counsel shall file all other forms and documents required by the State of Florida and the Federal government, including tax returns, as soon as possible after distribution of the corporate assets.

8. That specific authorization is given to Frank R. S, Fabre, counsel for the Corporation, to prepare, sign and forward to Commissioner of Internal Revenue, after the final tax return has been filed for the Corporation, a request for prompt assessment of all federal taxes due from the Corporation.

9. That the officers and directors of the Corporation are empowered, authorized and directed to carry out the provisions of these Resolutions, and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the sole shareholder under the plan adopted.

I hereby further ratify that the said resolution of the Board of Directors and sole stockholder of this Corporation has not been revoked, modified or amended, and that same is in still force and effect as of the date of this certification.

I hereby further certify that this Corporation is in good standing as of the date hereof, and that the following are the duly elected officers and directors of the Corporation and are in the full exercise of their office:

Alfonso G. Alvarez	President and Director
Sonia de Alvarez	Vice President and Director
Javier Alvarez	Secretary and Director

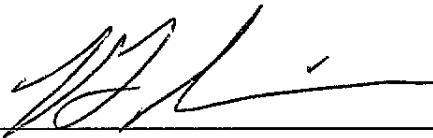
IN WITNESS WHEREOF, I have hereto set my hand and caused the corporate seal to be affixed this 25th day of October, 2001, 2001.

By:   
Name: Alfonso G. Alvarez  
Title: President

REPUBLIC OF EL SALVADOR  
CITY AND DEPARTMENT OF SAN SALVADOR  
EMBASSY OF THE UNITED STATES OF AMERICA

} SS

2542 The foregoing document was acknowledged before me this  
day of October, 2001, by ALFONSO G. ALVAREZ, as President  
of Alfag, Inc., on behalf of the corporation, who presented ELSL  
PPF # A162557 as identification and did take  
an oath.



Robert L. Skinner  
Vice Consul of the United States of America

~~COMMISSION~~  
Indefinite 22 USC Sec 110