

P00000063526

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

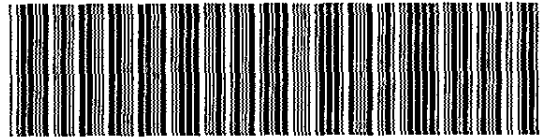
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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Office Use Only



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RECEIVED  
03 DEC -4 PM 12:45  
DIVISION OF CORPORATION

FILED  
03 DEC -4 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

G. Ouillette DEC 04 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032  
REFERENCE : 345940 4303929  
AUTHORIZATION : *Patricia Pizute*  
COST LIMIT : \$ 35.00

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ORDER DATE : December 4, 2003  
ORDER TIME : 10:40 AM  
ORDER NO. : 345940-005  
CUSTOMER NO: 4303929  
CUSTOMER: Ms. Antje Becker  
Greenberg Traurig, P.a.  
18th Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

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DOMESTIC FILINGS

NAME: TELEFONICA B2B, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT# 1135  
EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF DISSOLUTION**

**OF**

**TELEFONICA B2B, INC.**

Pursuant to the provisions of Section 607.1402 and 607.1403 of the Florida Business Corporation Act, **TELEFONICA B2B, INC.**, a Florida corporation (the "Corporation") hereby adopts the following Articles of Dissolution and certifies the following information for the purposes of dissolving the Corporation:

1. The name of the Corporation filing these Articles of Dissolution is: **TELEFONICA B2B, INC., Document #P00000063526.**

2. The Corporation elected to dissolve by written consent of its Sole Shareholder and Directors, the number of votes cast for dissolution being sufficient for approval.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Dissolution on behalf of the Corporation on the 2<sup>nd</sup> day of December, 2003.

**TELEFONICA B2B, INC.,**  
a Florida corporation

By: \_\_\_\_\_

Name: JERONIMO GERARD

Title:

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FL 32310

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION  
OF  
TELEFONICA B2B, INC.**

1. Plan of Liquidation. This Plan of Complete Liquidation and Dissolution (the "Plan") is intended to accomplish the complete liquidation and dissolution of **TELEFONICA B2B, INC.**, a Florida corporation (the "Corporation"), through the distribution of all the Corporation's assets to its sole Shareholder in complete liquidation of the Corporation in accordance with Section 331 of the Internal Revenue Code of 1986, as amended (the "Code"). Such liquidation and dissolution shall be accomplished in the manner stated in this Plan.

2. Approval. This Plan will be considered adopted by the Corporation when approved by the Corporation's Directors and sole Shareholder.

3. Distribution of Assets. All assets of the Corporation shall be immediately distributed to the sole Shareholder of the Corporation, or to such assignees or designees of the Shareholder as may be identified in an assignment or other written instrument acceptable to the Corporation's Directors on or before the date such distribution is to be made. In the event the sole Shareholder assigns his right to receive such distribution to another entity, then the Corporation shall transfer all of the assets of the Corporation directly to such assignee; and notwithstanding the fact that such assignment may be made directly to an assignee of the sole Shareholder (or any assignee of such initial assignee at the direction of the initial assignee, as the case may be), the sole Shareholder and Corporation shall report such transaction for federal income tax purposes as a (i) liquidating distribution of the Corporation's assets to the sole Shareholder and (ii) a transfer by the sole Shareholder of such assets to such assignee immediately after such liquidating distribution.

4. Cancellation of Outstanding Shares. The foregoing distribution in complete liquidation shall be solely in exchange for, in complete surrender and cancellation of, and in payment for, all of the outstanding shares of the Corporation. The sole Shareholder shall surrender his certificate for such shares at the time of such distribution for cancellation.

5. Adequate Reserves for Creditors. The Corporation shall establish adequate reserves for the payment of all liabilities of the Corporation required to be paid, including any penalties or interest thereon and whether or not assessed or disputed, which are, or are hereafter found to be, or to have been, due with respect to the conduct of the business of the Corporation, including without limitation, liabilities for any foreign, federal, state or local taxes.

6. Tax Report and Final Return Filing. Within thirty (30) days of the date of adoption of this Plan, the officers of the Corporation shall file the Treasury Department Form 966 with the Internal Revenue Service, together with a certified copy of the resolutions adopting this Plan. The officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and timely file a federal income tax return and a state income tax return on behalf of the Corporation, if necessary, and such other forms as are appropriate.

7. State Filing Requirements. After all of the assets of the Corporation have been distributed in complete liquidation of the stock of the sole Shareholder, the officers and Director of the Corporation shall cause to be filed with the Florida Secretary of State the necessary documents pursuant to the appropriate provisions of the Florida Statutes, to effect a complete dissolution of the

Corporation, and shall take such other actions as are required, including filing any other necessary documents and certificates.

8. Authorization of Necessary Acts. The officers and the Director of the Corporation shall have the power to adopt all resolutions, execute all documents, and are authorized, empowered and directed to file all papers and take whatever action as they may deem necessary or desirable for the purpose of effecting the complete liquidation and dissolution of the Corporation, and for carrying out the other purposes and intentions of the Plan, so long as any such action shall not be inconsistent with the provisions of Code Section 331 and the Treasury Regulations issued hereunder. The Corporation's officers and Director shall be held harmless by the Corporation for any action under this Plan taken in good faith, and any expense or liability so incurred.

9. Intent. It is intended that this Plan shall be a plan of complete liquidation within the terms of Code Section 331. This Plan shall be deemed to authorize such action as, in the opinion of counsel, may be necessary to conform with the provisions of Code Section 331.

10. Title Warranties and Other Contractual Assurances. The Corporation, acting through its officers, is authorized and directed to enter into such agreements, instruments, and documents, and to take such other actions as they deem appropriate to cause the transfer of the Corporation's assets to the sole Shareholder (or to any assignee of the sole Shareholder, as contemplated by this Plan), including without limitation any representations, warranties or other contractual assurances they deem appropriate under the circumstances.

**IN WITNESS WHEREOF**, the undersigned, being the sole Shareholder and sole Director of the Corporation, has executed the foregoing Plan of Complete Liquidation and Dissolution.

Dated: Effective as of the 2<sup>nd</sup> day of December, 2003.

**SOLE SHAREHOLDER**

**DIRECTOR**

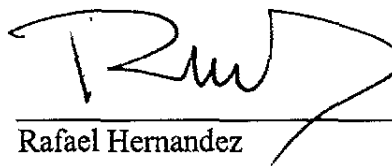
TELEFONICA, S.A.

By: \_\_\_\_\_

Name:

Title:

**DIRECTOR**



\_\_\_\_\_  
Rafael Hernandez

**DIRECTOR**

  
\_\_\_\_\_  
Patricia Menéndez-Cambo

\_\_\_\_\_  
Jeronimo Gerard

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**SOLE SHAREHOLDER**

**DIRECTOR**

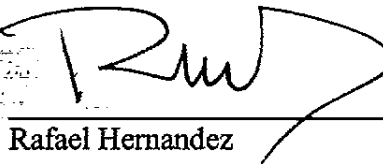
TELEFONICA, S.A.

By: 

Name: Joaquin de Fuentes

Title:

**DIRECTOR**



Rafael Hernandez

**DIRECTOR**



Patricia Menéndez-Cambo

Jerónimo Gerard

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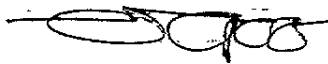
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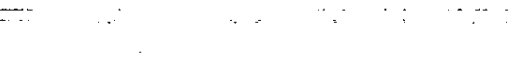
Dated: Effective as of the 2nd day of December, 2003.

**SOLE SHAREHOLDER**

**DIRECTOR**

TELEFONICA, S.A.

By: 



Name:

Rafael Hernandez

Title:

**DIRECTOR**

**DIRECTOR**

Patricia Menéndez-Cambo

  
Jerónimo Gerard