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Florida Department of State  
Division of Corporations  
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DISSOLUTION

MONTEBELLO 13 INC.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$35.00

PS 6/16/05  
DISS



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 15, 2005

MONTEBELLO 13 INC.  
141 NE 3RD AVE.  
1100  
MIAMI, FL 33132

SUBJECT: MONTEBELLO 13 INC.  
REF: P03000068841

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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Pamela Smith  
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State: MONTEBELLO 13 INC.

SECOND: The document number of the corporation (if known): P03000068841

THIRD: The date dissolution was authorized: May 31, 2005

Effective date of dissolution if applicable: \_\_\_\_\_  
(no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

\_\_\_\_\_  
(voting group)

Signed this 31st day of May, 2005

Signature: [Handwritten Signature]  
(By a director, president or other officer - if directors or officers have not been selected, by the incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Jenaro Calle  
(Typed or printed name of person signing)

Director  
(Title of person signing)

Filing Fee: \$35

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**CONSENT TO ACTION BY**  
**THE SOLE SHAREHOLDER AND OF SOLE DIRECTOR OF**  
**MONTEBELLO 13 INC.**

The undersigned, being all of the Shareholders and Directors of MONTEBELLO 13 INC., a corporation duly organized and existing under the laws of the State of Florida (the "Company"), do hereby consent to and take the following action in lieu of a meeting of Shareholders and a meeting of Directors of the Company, to have the same effect as actions taken at duly called meetings of the Shareholders and Directors at which all Shareholders and Directors were present and voting.

WHEREAS, the sole Shareholder and Directors of Company believe it to be in the best interest of Company that the Company be completely liquidated and dissolved,

NOW THEREFORE, be it:

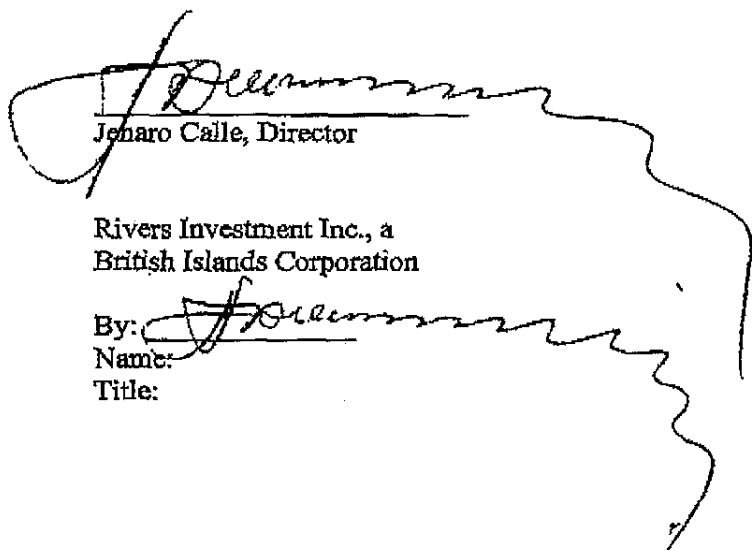
**RESOLVED**, the Shareholder and Directors approve, authorize and consent to the complete liquidation and dissolution of the Company in accordance with the provisions of Section 607.1403 of the Florida Statutes, as amended and as provided in the Plan of Complete Liquidation attached hereto as Exhibit A (the "Plan") and incorporated herein;

**FURTHER RESOLVED**, the Shareholders and Directors hereby acknowledge that the Shareholders of the Company holds 100% of the total stock of Company; and

**FURTHER RESOLVED**, the Directors of Company are hereby fully authorized to execute any document on behalf of Company to effectuate the complete liquidation of Company; and

**FURTHER RESOLVED**, the Directors shall perform all acts necessary for Company to timely comply with the attached Plan of Complete Liquidation.

Dated: May 31st, 2005

  
\_\_\_\_\_  
Jenaro Calle, Director

Rivers Investment Inc., a  
British Islands Corporation

By: \_\_\_\_\_  
Name:  
Title:

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**EXHIBIT A**

**PLAN OF COMPLETE LIQUIDATION OF  
MONTEBELLO 13 INC.**

**THIS PLAN OF COMPLETE LIQUIDATION** (the "Plan") is effective as of May 31st, 2005 and is attached as Exhibit A to the Consent to Action by the Sole Shareholder and Sole Director (the "Action") of Montebello 13 Inc., corporation (the "Company") and made a part thereof.

1. Company shall be completely liquidated in accordance with the provisions of Section 607.1403 of the Florida Statutes, as amended ("Statutes") and this Plan of Complete Liquidation.

2. Rivers Investment Inc., an entity formed under the laws of the British Virgin Islands (the "Shareholder") hereby acknowledges that it is the owner of stock in Company which: (a) possesses 100% of the total voting power of stock of Company; and (b) has a value of equal to 100% of the total value of stock of Company.

3. Pursuant to this Plan:

a. Company's director has taken all reasonable steps to pay all corporate debt, taxes and other obligations or set up a reserve for the payment of Company's debts, taxes and other obligations.

b. Company's director shall make distributions of all of the cash, other property, rights to property, and rights of Company in complete cancellation (or redemption) of all of Shareholder's issued and outstanding stock in Company.

4. All of the liquidating distributions (described in paragraph 3.b.) shall be completed within three (3) years after the close of the taxable year in which the first liquidating distribution is paid to the Shareholder. The first liquidating distribution shall be made during calendar year 2004.

5. Company's only remaining asset is a bank account holding the proceeds from the sale of real estate previously owned by the Company.

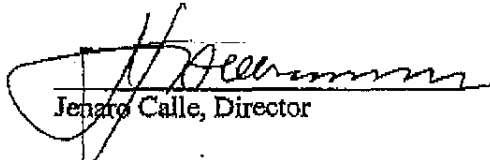
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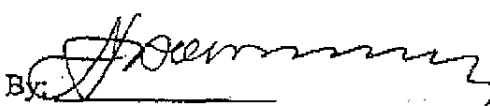
6. As soon as the first liquidating distribution has cease to be a going concern and its activities will be limited paying its debts, distributing its remaining assets to its Shareho

7. Company will retain no assets following its fina

8. Company shall dissolve in accordance with practicable after the final liquidating distribution.

  
 \_\_\_\_\_  
 Jenaro Calle, Director

Rivers Investment Inc., a  
 British Islands Corporation

By:   
 \_\_\_\_\_  
 Name:  
 Title:

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