

PO4000/18847

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000119869 3)))



H070001198693ABC8

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0380

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FILED
07 MAY -1 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DISSOLUTION OR WITHDRAWAL

DOLCE UNIT INC.

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

RECEIVED
07 MAY -1 AM 8:00
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

VD
wplan

5

H07000119869

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, DOLCE UNIT INC., a Florida corporation ("Corporation"), submits the following articles of dissolution authorized by the shareholders of the Corporation.

P04000118847


WHEREAS, Dolce & Banana Inc. ("Shareholder"), is the shareholder of the Corporation and holds the number of votes sufficient to authorize the dissolution of the Corporation;

WHEREAS, the dissolution of the Corporation was approved and authorized by the Sole Shareholder, by written consent, on April 24, 2007.

NOW THEREFORE, be it:

RESOLVED, that the Corporation be dissolved.

IN WITNESS WHEREOF, the undersigned, being the Sole Director of the Corporation, has executed this Articles of Dissolution this 24th day of April, 2007.



Pablo Mijares Ortega
Sole Director

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 MAY - 1 PM 3: 39

FILED

H07000119869

**WRITTEN CONSENT OF SHAREHOLDERS
OF
DOLCE UNIT INC.**

The undersigned, being the shareholder of DOLCE UNIT INC., a Florida corporation ("Corporation"), hereby consent to and approve, pursuant to Florida Statutes 607.1402 and 607.0704, the following actions:

WHEREAS, Dolce & Banana Inc. ("Shareholder") is the shareholder of the Corporation and believe it to be in the best interest of the Corporation and the Shareholder that the Corporation be completely liquidated and dissolved,

WHEREAS, the undersigned has the authority to effectuate this written consent in the name of the Shareholder.

NOW THEREFORE, be it:

RESOLVED, that the Plan of Complete Liquidation of Dolce Unit Inc., dated April 24th, 2007, attached hereto as Exhibit A, is hereby approved;

FURTHER RESOLVED, that the Articles of Dissolution, dated April 24th, 2007, is hereby approved; and

FURTHER RESOLVED, that the Corporation be dissolved.

IN WITNESS WHEREOF, the undersigned, being the shareholders of the Corporation, have executed this written consent this 24th day of April, 2007.

SHAREHOLDER:

DOLCE & BANANA INC.,
A British Virgin Islands corporation

By: _____


Pablo Mirares Ortega

EXHIBIT A

**PLAN OF COMPLETE LIQUIDATION
OF
DOLCE UNIT INC.**

This Plan of Complete Liquidation ("Plan") is effective as of April 24th, 2007 and is attached as Exhibit A to that certain Written Consent of Shareholders, dated April 24th, 2007 ("Written Consent") and made a part thereof.

1. DOLCE UNIT INC., a Florida corporation ("Corporation"), shall be completely liquidated in accordance with the provisions of Section 607.1403 of the Florida Statutes, as amended ("Statutes"), and this Plan.

2. Dolce & Banana Inc. ("Shareholder") hereby acknowledge that it is the owner of 100% of the issued and outstanding shares of stock of the Corporation, and possesses 100% of the total voting power of the Corporation.

3. Pursuant to this Plan:

a. The Corporation'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 the Corporation's debts, taxes and other obligations.

b. The Corporation's director shall make distributions of all the cash, property, rights to property, and rights belonging to the Corporation to the Shareholders in complete cancellation and redemption of all the stock of the Corporation.

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 Shareholders. The first liquidating distribution shall be made during calendar year 2007.

5. The Corporation's only remaining asset is cash in bank account.

6. As soon as the first liquidating distribution has been paid, the Corporation will cease to be a going concern and its activities will be limited to winding up its affairs, paying its debts, distributing its remaining assets to the Shareholders, and dissolving.

7. The Corporation will retain no assets following its final liquidating distribution.

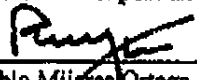
RB

H07000119869

8. The Corporation shall dissolve in accordance with Florida law as soon as practicable after the final liquidating distribution.

IN WITNESS WHEREOF, the undersigned, being the Director of the Corporation, has executed this Plan of Complete Liquidation this 24th day of April, 2007.

DOLCE UNIT INC.
A Florida corporation



Pablo Mijares Ortega
Director

H07000119869