

**PH000078164**

Florida Department of State  
Division of Corporations  
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.

(((H16000167851 3)))



H160001678513ABC2

**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) 617-6380

From: Account Name : SHUTTS & BOWEN, I.L.P.  
Account Number : 076447000313  
Phone : (305) 358-6300  
Fax Number : (305) 347-7750

SECRETARY OF STATE  
FALL WALKER  
16 JUL 12 PM 12:06

16 JUL 12 PM 12:06

FILED

**DISSOLUTION OR WITHDRAWAL  
ELBRUS MANAGEMENT THREE INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

SECRETARY OF STATE  
FALL WALKER  
16 JUL 12 PM 4:41

16 JUL 12 PM 4:41

RECEIVED

VID

JUL 13 2016

K. WHITE

Electronic Filing Menu

Corporate Filing Menu

Help

H16000167851 3

**ARTICLES OF DISSOLUTION  
OF  
ELBRUS MANAGEMENT THREE INC.**

1. The name of the corporation is **ELBRUS MANAGEMENT THREE INC.** (the "Corporation").
2. The Corporation elected to dissolve pursuant to the Unanimous Written Consent of its shareholders and sole Director, which Written Consent was effective as of May 31, 2016. A copy of such Written Consent is attached hereto.
3. The dissolution was unanimously approved by the shareholders and the Director of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 31 day of May, 2016.

**ELBRUS MANAGEMENT THREE INC.**

By:   
Violeta Horwitz, Chief Executive Officer

RECEIVED  
FBI  
JUL 12 2016

16 JUL 12 PM 12:06

FILED

H16000167851 3

**UNANIMOUS WRITTEN CONSENT  
OF THE  
SHAREHOLDERS AND SOLE DIRECTOR  
OF  
ELBRUS MANAGEMENT THREE INC.**

The undersigned, being all the shareholders ("Shareholders") and the sole director ("Director") of **ELBRUS MANAGEMENT THREE INC.**, a Florida corporation (hereinafter the "**Corporation**"), do hereby consent to the adoption and approval of the following resolutions:

Adoption of Plan of Complete Liquidation and Dissolution

WHEREAS, the Director of the Corporation deems it advisable and in the best interests of the Corporation and its Shareholders that the Corporation be completely liquidated and dissolved; and

WHEREAS, the Director finds that it is advisable to adopt a plan of complete liquidation in accordance with the requirements of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Shareholders of the Corporation deem it advisable and in their best interest that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation presented to it by the Director of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation be completely liquidated and dissolved in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

1. The officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.

2. As soon as practicable, the officers of the Corporation shall wind up the affairs of the Corporation; pay or provide for the payment of any of its remaining liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses, if they deem such a reserve to be desirable; and distribute to the Shareholders of the Corporation, in cancellation of their shares, any remaining assets of the Corporation subject to any remaining unpaid liabilities.

3. If a reserve is established to meet claims against the Corporation, the officers of the Corporation shall arrange for the distribution of any unused balance of such reserve to the Shareholders as soon as practicable.

4. The officers of the Corporation are authorized and directed to file Form 966, Corporate Dissolution or Liquidation, with the Internal Revenue Service together with a certified copy of this Resolution, within 30 days after the date hereof.

5. The officers of the Corporation are authorized and directed to file such other forms and documents required by the State of Florida to complete the dissolution of the

H16000167851 3

Corporation, including, but not limited to, Articles of Dissolution, and by the federal government, including tax returns, as soon as possible after distribution of the Corporation's remaining assets.

FURTHER RESOLVED, that the officers of the Corporation, be, and they hereby are, authorized and directed to execute whatever instruments and documents, and take whatever additional actions they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolution.


Counterpart Execution

RESOLVED, that the Shareholders and the Director of the Corporation be, and each of them hereby is, authorized to execute this Written Consent in one or more counterparts and that, upon such execution by the Shareholders and the Director of the Corporation, this Written Consent be, and as of the effective date hereof, it hereby is, approved and adopted as the act and deed of the Shareholders and the Director of the Corporation.

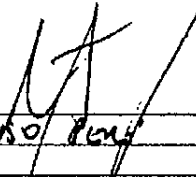
Effective Date: May 31, 2016.

**SHAREHOLDERS:**

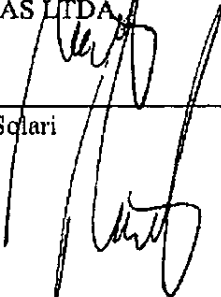
INVERSIONES MATRIZ LTDA.

By:   
Name: CRISTIAN ALLIEROS  
Title: CEO

INVERSIONES INMOBILIARIAS RENTA LTDA.

By:   
Name: ALFONSO RUIZ  
Title: \_\_\_\_\_

D&B ASESORIAS LTDA.

By:   
Name: Andres Solari  
Title: President

**DIRECTOR:**

\_\_\_\_\_  
Andres Solari