

CAPITAL CREDIT UNION INC.
 417 E. Virginia Street, Tallahassee, Florida 32301
 (850) 224-8870 Fax (850) 342-8067

V58298

Denebula Corporation

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- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

FILED
 01 MAR -1 PM 2:53
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Signature

Requested by HC 3-1-01 10:50
 Name Date Time

Walk-In _____ Will Pick Up _____

ARTICLES OF DISSOLUTION

OF

DENEbola CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the above-named Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

**ARTICLE ONE
NAME**

The name of the Corporation is **"DENEbola CORPORATION"**

**ARTICLE TWO
OFFICERS**

The name and address of its officers is:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Giuseppe Gentile	President and Secretary	700 Brickell Avenue, Suite 500 Miami, FL 33131

**ARTICLE THREE
DIRECTOR**

The name and address of its directors is:

<u>Name</u>	<u>Address</u>
Giuseppe Gentile	700 Brickell Avenue, Suite 500 Miami, FL 33131

**ARTICLE FOUR
LIABILITIES**

All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.

**ARTICLE FIVE
DISTRIBUTION OF ASSETS**

All remaining property and assets of the Corporation have been distributed among the shareholders in accordance with their respective rights and interests.

**ARTICLE SIX
LEGAL ACTIONS**

There are no actions pending against the Corporation in any court.

**ARTICLE SEVEN
ELECTION TO DISSOLVE**

A copy of the Corporate Consent of Shareholders to Dissolve, having been signed by all of the shareholders of the Corporation on the 28th day of February, 2001 is attached hereto.

DATED this 28th day of February, 2001

**DENEBULA CORPORATION, a Florida
corporation**

By: _____


Giuseppe Gentile, President and Director

**JOINT WRITTEN CONSENT
OF SOLE DIRECTOR AND SOLE SHAREHOLDER
OF
DENEbola CORPORATION**

The undersigned, constituting the sole Director and the Sole Shareholder of **DENEbola CORPORATION**, a Florida corporation, (the "Corporation") do hereby consent, pursuant to the Florida General Corporation Act, to the adoption of the following preambles and resolutions in lieu of a special joint meeting of the Board of Directors and Shareholder of the Corporation:

WHEREAS, STARLITE VENTURES LIMITED, a British Virgin Islands corporation, is the owner of 1,000 shares of the common stock of the Corporation, which constitute all of the issued and outstanding shares of the Corporation.

WHEREAS, the Corporation desires to adopt a Plan of Liquidation.

NOW, THEREFORE, BE IT RESOLVED, that the Plan of Liquidation of the Corporation in the form attached hereto, is hereby approved, ratified and adopted, thereby permitting the liquidation of the Corporation in accordance with §331 of the Internal Revenue Code, as amended (the "Code"), and the dissolution of the Corporation pursuant to Florida Statutes §607.1402; and

RESOLVED, that the President and Secretary of the Corporation be, and he is hereby authorized, empowered and directed in the name and on behalf of the Corporation, to take such additional action and to execute and deliver such additional agreements, documents and instruments

as he may deem necessary or appropriate to implement the provisions of the foregoing resolutions, the authority for the taking of such action and the execution and delivery of such agreements, documents and instruments to be conclusively evidenced thereby.

IN WITNESS WHEREOF, the undersigned has executed this unanimous Joint Written


Consent as of the 28th day of February, 2001

DENEBULA CORPORATION, a Florida corporation

By: 
GIUSEPPE GENTILE, President, Secretary and sole Director

Sole Stockholder:

STARLITE VENTURES LIMITED, a British Virgin Islands corporation

By: 
GIUSEPPE GENTILE, Director

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