

569132

Sunstate Research
Requestor's Name

Address

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. Saez Refrigeration Inc
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

98 FEB - 2 PM 2:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

900002419019--2
-02/03/98--01001--011
*****87.50 *****87.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

213 gom
Vol. Diss.
C.C.

Examiner's Initials

ARTICLES OF DISSOLUTION
OF
SAEZ REFRIGERATION, INC.

FILED

98 FEB -2 PM 2:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this corporation is SAEZ REFRIGERATION, INC.
2. SAEZ REFRIGERATION, INC. elected to dissolve pursuant to the Unanimous Written Consent of its Shareholders and Directors, which Written Consent was effective as of DECEMBER 31, 1997. A copy of the Unanimous Written Consent is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 31 day of DECEMBER, 1997.

SAEZ REFRIGERATION, INC., a Florida corporation

By: 

Pedro J. Saez, President

(Corporate Seal)

UNANIMOUS WRITTEN CONSENT
OF THE
SHAREHOLDERS AND DIRECTORS
OF
SAEZ REFRIGERATION, INC.

The undersigned, being all of the members of the Board of Directors and Shareholders of SAEZ REFRIGERATION, INC., a Florida corporation (the "Corporation"), do hereby consent to the adoption and approval of the following resolutions:

Adoption of Plan of Complete Liquidation and Dissolution

WHEREAS, the Directors of this Corporation deem it advisable and in the best interest of the Corporation and its Shareholders that the Corporation be completely liquidated and dissolved; and

WHEREAS, the Directors find 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 this 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 Directors of this Corporation, it is

RESOLVED, that the Corporation be completely liquidated 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 shall wind up the affairs of the Corporation; pay or provide for the payment of its liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and contingent expenses, if they deem such a reserve to be desirable; and distribute to the Shareholders 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 shall arrange for the distribution of any unused balance of the reserve to the Shareholders as soon as practicable.

4. The officers of the Corporation are authorized and directed to file, or to have the accountant for the Corporation file Form 966 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 all other forms and documents required by the State of Florida, including Articles of Dissolution, and the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to take such additional action as 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 Directors of this 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 all of the Shareholders and the Directors of this 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 Directors of this Corporation.

Effective Date: DECEMBER 31, 1997



Pedro J. Saez, Shareholder and Director




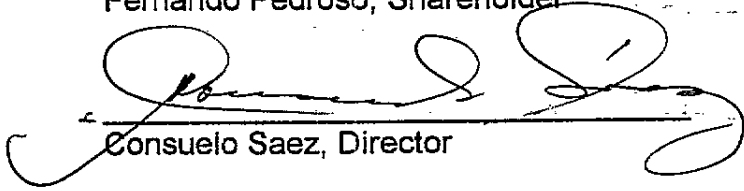
Consuelo Saez, Shareholder and Director


Pedro J. Saez, Shareholder and Director


Jorge Saez, Shareholder and Director


Cesar Sordo, Shareholder and Director


Fernando Pedrosa, Shareholder


Consuelo Saez, Director