

623214

Charter Number **FILED**

00 OCT -9 AM 10:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VALIDATION ONLY

10/6/00.

Requestor's Name Blass & Pankel P.A.
Address 1 SE 3AVE #2130.
Miami FL 33131.
City State ZIP Phone

200003418252--5
-10/09/00--01028--023
*****35.00 *****35.00

CORPORATION(S) NAME

First Aero Services Corp.

- ☐ Profit ☐ NonProfit ☐ Amendment ☐ Merger ☐ Foreign ☒ Dissolution ☐ Mark ☐ Limited Partnership ☐ Annual Report ☐ Other ☐ Reinstatement ☐ Reservation ☐ Change of Registered Agent ☐ Certified Copy ☐ Photo Copies ☐ Certificate Under Seal ☒ Call When Ready ☐ Call If Problem ☐ After 4:30 ☒ Walk In ☐ Will Wait ☒ Pick Up ☐ Mail Out

RECEIVED
00 OCT -9 AM 9:35
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

G. COULLETTE OCT 09 2000

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

ARTICLES OF DISSOLUTION

OF

FIRST AERO SERVICES CORP.

FILED
OCT - 9 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is **FIRST AERO SERVICES CORP.**
2. The names and respective addresses of its directors are:

CARLOS HENRIQUE AMARO GIACIAN - Sole Director
7867 N.W. 15th Street
Miami, Florida 33126

3. The names and respective addresses of its officers are:

CARLOS HENRIQUE AMARO GIACIAN - Sole Officer
7867 N.W. 15th Street
Miami, Florida 33126

4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.

5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interest and the shareholders have assumed responsibility for the payment of any and all obligations which arose during the existence of the corporation.

6. There are no actions pending against the corporation in any court (or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the corporation in any pending action).

7. A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 6th day of October, 2000.

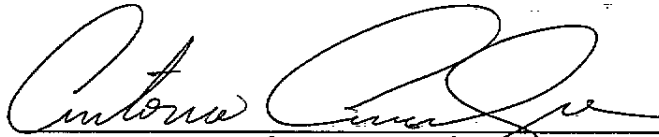
Dated this 6th day of October, 2000.

FIRST AERO SERVICES CORP.

BY: Carlos Henrique Amaro Giacian
CARLOS HENRIQUE AMARO GIACIAN,
President/Secretary

STATE OF FLORIDA :
COUNTY OF MIAMI-DADE :

The foregoing instrument was acknowledged before me this 6th day of October, 2000, by CARLOS HENRIQUE AMARO GIACIAN, President and Secretary of FIRST AERO SERVICES CORP., who is personally known to me.



PRINT NAME: Antonio Ansoleaga

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

Commission No:



Antonio Ansoleaga

★ My Commission CC834068

Expires May 6, 2003

PLAN OF LIQUIDATION,
RESOLUTION TO DISSOLVE, AND
CONSENT TO ACTION WITHOUT MEETING
OF
SHAREHOLDERS
OF
FIRST AERO SERVICES CORP.

That **SUNREIGN ESTATES LIMITED**, a Gibraltar corporation, the sole Shareholder of **FIRST AERO SERVICES CORP.**, a corporation organized and existing under the laws of the State of Florida, (the "corporation"), as well as all of the officers and directors thereof, in compliance with 607.1402 Florida Statutes 1999, hereby consent to the adoption of the following Resolutions without a formal meeting of the Shareholders and/or Directors of the Corporation and the taking of any and all actions contemplated therein or thereby including but not limited to the ultimate filing of Articles of Dissolution pursuant to Section 607.1403 Florida Statutes 1999 without the necessity of further approval or consent for each of the undersigned in their capacity as a shareholder.

RESOLVED: That the undersigned, being the sole Shareholder of **FIRST AERO SERVICES CORP.**, consent to the dissolution of the Corporation in accordance with the provisions of Sections 607.1402 Florida Statutes, 1999.

RESOLVED: That the following plan of liquidation in accordance with Section 331 of the Internal Revenue Code of 1986 as Amended, be, and it hereby is adopted:

1. The Corporation, by its duly authorized officers shall distribute to its shareholders pro rata all of its assets, subject to any liabilities, with the exception of a reasonable amount of cash to be retained for payment of federal and state taxes. Each shareholder does herewith agree to assume his or its pro rata share of the said unpaid liabilities and will surrender his or its stock for cancellation.

2. That the corporation shall establish a local bank account into which it shall deposit sufficient funds as recommended by the Certified Public Accountant to pay all unpaid debts and obligations including but not limited to accounts payable, income taxes, and all other taxes due at the federal and/or state level and professional fees requisite to the liquidation and winding up of the company's business.

3. The Corporation shall file Articles of Dissolution with the Secretary of State.

4. Upon the adoption of this Plan of Liquidation, the officers shall cause to be filed with the Internal Revenue Service Center Form 966 together with a certified copy of this Consent to Action and any necessary schedules.

RESOLVED: That the sole officer of the Corporation is:

CARLOS HENRIQUE AMARO GIACIAN

and said officer is hereby authorized to approve and to take any and all actions, to do any and all things, to execute any and all documents, instruments and agreements and to effect any and all filings and recordings as the officer so approving, acting, doing, executing, filing or recording shall deem necessary or appropriate to carry out the intent of these Resolutions.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, intending this Consent to become effective as of the date this Consent is signed by the last of the Stockholders affixing his or her hand seal hereto or the date specified below whichever occurs the later.

Dated: October 6, 2000


CARLOS HENRIQUE AMARO GIACIAN, Director/President

CONSENT OF SOLE SHAREHOLDER AND JOINDER IN PLAN OF LIQUIDATION

Dated: October 6, 2000

SUNREIGN ESTATES LIMITED, a Gibraltar corporation



By VALDIR MANAGERS LIMITED
DIRECTOR

Print Name: DAVID D. CURY

Print Title: ~~Managing Director~~ and Authorized Signer

SUMMARY OF STOCK LEDGER

TOTAL SHARES AUTHORIZED: SEVEN THOUSAND FIVE HUNDRED
(7,500) @ \$1.00 PAR VALUE

TOTAL SHARES ISSUED AND OUTSTANDING: SEVEN THOUSAND FIVE HUNDRED
(7,500)

<u>Stockholders at date of Adoption of Plan</u>	<u>No. of votes & No. of Shares</u>	<u>Certificate No.</u>
SUNREIGN ESTATES LIMITED, a Gibraltar corporation	SEVEN THOUSAND FIVE HUNDRED (7,500)	Three
TOTAL SHARES:	SEVEN THOUSAND FIVE HUNDRED (7,500)	

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

FIRST AERO SERVICES CORP.

A special meeting of the Board of Directors was held at 7867 N.W. 15th Street, Miami, Florida 33126, on October 6, 2000, at 10:00 A.M.

There were present, CARLOS HENRIQUE AMARO GIACIAN, the Sole Director and President, Secretary and Treasurer, being the only director and officer of the corporation. MELVIN F. FRANKEL of BLASS & FRANKEL, P.A., Corporate Counsel, was also present telephonically by invitation.

CARLOS HENRIQUE AMARO GIACIAN, acted as Chairman and Secretary and kept the records of the meeting.

Mr. Giacian by signing herewith hereby acknowledged notice and waiver of notice of the meeting.

The President stated that in view of the desire to both simplify the overall corporate structure and eliminate unnecessary fees and expenses, the purpose of the meeting was to consider the advisability of dissolving the Corporation.

After a full discussion of the question, upon motion duly made and seconded, it was unanimously,

"RESOLVED, that FIRST AERO SERVICES CORP. be dissolved, with all its corporate rights, franchises, and privileges whatsoever, be surrendered and cancelled in accordance with the laws of the State of Florida.

"FURTHER RESOLVED, that a plan of liquidation be, and it hereby is, formulated to effect such liquidation and dissolution, in keeping with all of the requirements of Internal Revenue Code 332, et seq, and the applicable regulations promulgated thereunder.

"FURTHER RESOLVED, that a meeting of the shareholders to take action upon the above resolution be, and hereby is, called to be held at 11:00 A.M., today at these offices, to consider the advisability of dissolving the Corporation.

"FURTHER RESOLVED, that if the shareholders authorize the dissolution of this Corporation, the proper officers be, and hereby are, authorized and directed to file all necessary documentation with the Secretary of State of Florida and to take any other action necessary to effect such dissolution.


"FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all fees, costs and taxes and to do or cause to be done all acts as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation; and

"FURTHER RESOLVED, that the liquidation and dissolution of the Corporation be completed as soon as practicable, but in no event later than December 31, 2000.

"FURTHER RESOLVED, that the President of the corporation be, and he is hereby authorized and directed to sign on behalf of the Corporation certificates of consent of stockholder to the dissolution of FIRST AERO SERVICES CORP. and he is further authorized and directed to adopt and approve the plan(s) of liquidation of FIRST AERO SERVICES CORP., and on behalf of FIRST AERO SERVICES CORP., is to take any and all action and to file such documents, instruments and papers as may be deemed necessary or desirable to effectuate and consummate the liquidation and dissolution of any wholly-owned corporate subsidiaries.

There being no further business to come before the meeting upon motion, duly made, seconded and carried, the meeting was adjourned.

Respectfully submitted this 6th day of October, 2000.


CARLOS HENRIQUE AMARO GLACIAN,
Chairman and Secretary

SUNREIGN ESTATES LIMITED,
a Gibraltar corporation

Dated: October 6, 2000

MELVIN F. FRANKEL, ESQUIRE
BLASS & FRANKEL, P.A.
2130 SunTrust International Center
One Southeast Third Avenue
Miami, Florida 33131-1777

Dear Mr. Frankel:

Please be advised that a undersigned Managing Director and Authorized Signer of SUNREIGN ESTATES LIMITED, a Gibraltar corporation, representing the required signature necessary to carry out any and all acts and businesses on behalf of SUNREIGN ESTATES LIMITED, and that SUNREIGN ESTATES LIMITED, is the sole shareholder of FIRST AERO SERVICES CORP., a Florida corporation.

Please allow this letter to serve as SUNREIGN ESTATES LIMITED's election and authorization for you to dissolve the Florida corporation, FIRST AERO SERVICES CORP. as of this date.

It would be greatly appreciated if you would take all steps necessary to effectuate the dissolution and conclude the affairs of the Florida corporation, FIRST AERO SERVICES CORP.

Very truly yours,

SUNREIGN ESTATES LIMITED, a
Gibraltar corporation

By  **VALDIR MANAGERS LIMITED**
DIRECTOR

Print Name: DAVID O. CURY

Print Title: Managing Director and Authorized Signer