

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**DISSOLUTION OR WITHDRAWAL
BANACOL MARKETING CORPORATION**

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ARTICLES OF DISSOLUTION
OF
BANACOL MARKETING CORPORATION

1. The name of the corporation is **BANACOL MARKETING CORPORATION** (the "Corporation").

2. The Corporation elected to dissolve pursuant to the Unanimous Written Consent of the Sole Shareholder and the sole Director, which Written Consent was adopted on December 28, 2015. A copy of such Written Consent is attached hereto.

3. The dissolution was approved by the Shareholder and the Director of the Corporation. The number of votes cast for dissolution was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 28 day of December, 2015.

BANACOL MARKETING CORPORATION

By: _____

Victor Hernández V., President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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UNANIMOUS WRITTEN CONSENT
OF THE
SOLE SHAREHOLDER AND SOLE DIRECTOR
OF
BANACOL MARKETING CORPORATION

The undersigned, being the sole shareholder ("Shareholder") and the sole director ("Director") of **BANACOL MARKETING CORPORATION**, 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 Shareholder 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 Shareholder of the Corporation deems it advisable and in its 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 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 Shareholder of the Corporation in cancellation of its 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 Shareholder 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.

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

Effective Date: December 28, 2015.

SHAREHOLDER:

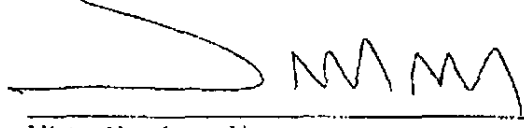
BANACOL INTERNATIONAL
INVESTMENTS LTD., a British Virgin
Islands company

By: 

Print Name: VICTOR HENRIQUEZ V.

Title: President

DIRECTOR:


Victor Henriquez V.