

K32271

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July 25, 2000

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PRIORITY MAIL

Bureau of Public Records
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee FL 32314

Re: Articles of Dissolution of CATALPA CORPORATION,
a domesticated Florida corporation.

Sir/Madam:

For filing amongst your records, enclosed are the Articles of Dissolution of
subject Florida corporation-for-profit.

Also, enclosed is a check for \$35.00, amount of the filing fees.

Do not hesitate to contact me immediately, if anything further is required to
complete this filing.

Sincerely yours,


Agustin de Goytisoló, P.A.

Enc (3)

cc. Octavio Verdeja CPA.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

valid
T. LEWIS JUL 28 2000

**ARTICLES OF DISSOLUTION
OF
CATALPA CORPORATION**

The undersigned in his capacity as sole director and acting president of this Corporation, hereby executes, acknowledges and files the following Articles of Dissolution for the purpose of recording the dissolution of a Florida corporation for profit organized under the laws of the State of Florida, to wit:

ARTICLE I - Name and Incorporation

The name of the corporation is **CATALPA CORPORATION**. (the "Corporation"), organized originally in the Netherlands Antilles as per articles of incorporation filed on July 17, 1980, that changed its seat to Florida as per Certificate of Domestication with the Florida Department of State on September 2, 1988 and assigned number K32271.

ARTICLE II - Dissolution by Shareholders & Directors

The shareholders and directors of this Corporation by unanimous written consent, without need of a formal meeting, on July 24, 2000 adopted the following:

RESOLVED, to approve the Plan proposed by the Assistant Secretary for the liquidation of the Corporation, with appropriate provisions for the payment of any remaining debts thereof.

RESOLVED, that the Board of Directors be and hereby is authorized and empowered, without further action by the shareholders, to convert all the property and assets of this Corporation into cash, and to take any and all actions, and to do any and all acts which may, in its opinion, be necessary or proper to wind up the affairs of the company.

RESOLVED, that the property and assets of this Corporation be distributed in cash or in specie, or part in cash and part in specie, proportionately among the shareholders.

RESOLVED that the Corporation be and it is hereby dissolved as of July 31, 2000 and that the Board of Directors of the Corporation immediately take all necessary steps to consummate its dissolution.

RESOLVED, that the Secretary, acting as President of the Corporation, Agustín de Goytisoló, be and they are hereby authorized, empowered and directed to cause notice of the adoption of the above resolutions to be given as well as to file and record any documents, as may be required by Law, including all corrective ones deemed necessary or desirable for the complete and final dissolution of the Corporation without any

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TALLAHASSEE, FLORIDA

limitation whatsoever.

ARTICLE III - President's Further Declaration

The undersigned, in his capacity aforesaid, also declares that:

- (i) No debts of the Corporation remain unpaid;
- (ii) The net assets of the Corporation remaining after winding up have been distributed to the persons who were to be the shareholders of this Corporation; and
- (iii) All Corporation's shares of stock, originally issued, have been marked canceled.

Accordingly, the undersigned in such capacity requests that the charter of this Corporation be canceled upon the filing of these presents.

ARTICLE IV - Last Acting Directors & Officers

The last acting director(s) and officers of this Corporation, who exercised their respective offices through the dissolution thereof, are:

<u>Name:</u>	<u>Office:</u>	<u>Address:</u>
AGUSTIN DE GOYTISOLO	Sole Director, Secretary and acting President	1223 SW Fourth Street, # 25, Miami FL 33135-2407

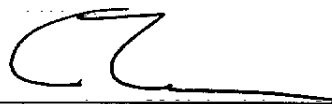
IN WITNESS WHEREOF, the undersigned, the sole director and president of the Corporation, hereby executes these Articles of Dissolution on this 25th day of July, 2000.

Witnesses:

Olga Barrera

Alexa V. Quinn

As to sole Director & acting President



AGUSTIN DE GOYTISOLO
Sole Director and acting President
ATTEST:



AGUSTIN DE GOYTISOLO,
Secretary

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

I, the undersigned, hereby certify that on the day and year first above written, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared the person identified above as the party to these Articles of Dissolution, to me known, who executed the foregoing document in his respective capacity and he acknowledged before me that he had executed the same.

WITNESS MY HAND AND SEAL in the County and State aforesaid on the date hereinabove expressed.

ILEANA V. ORUNA

Notary Public, State of Florida

Printed Name of Notary:
Commission number:
Expiration of Commission:

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