

Florida Department of State

Division of Corporations

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DISSOLUTION

BISCAPE INVESTMENTS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 1, 2005

BISCAPE INVESTMENTS, INC.
1001 BRICKELL BAY DR
SUITE 3112
MIAMI, FL 33131US

SUBJECT: BISCAPE INVESTMENTS, INC.
REF: K73359

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TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION
OF
BISCAPE INVESTMENTS, INC.**

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 "BISCAPE INVESTMENTS, INC."

**ARTICLE TWO
OFFICERS**

The names and addresses of its officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
BENJAMIN ROSALES	President and Treasurer	1001 Brickell Bay Dr., #3112 Miami, Florida 33131
MARIA EUGENIA DE ROSALES	Vice-President And Secretary	1001 Brickell Bay Dr., #3112 Miami, Florida 33131

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**ARTICLE THREE
DIRECTORS**

The names and addresses of directors are:

<u>Name</u>	<u>Address</u>
BENJAMIN ROSALES	1001 Brickell Bay Dr., #3112 Miami, Florida 33131
MARIA EUGENIA DE ROSALES	1001 Brickell Bay Dr., #3112 Miami, Florida 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 effective on the 31 day of MAY, 2005 is attached hereto.

DATED effective this 31 day of MAY, 2005.

**BISCAPE INVESTMENTS, INC.,
a Florida corporation**



BENJAMIN ROSALES, Director



MARI EUGENIA DE ROSALES, Director

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**JOINT WRITTEN CONSENT
OF BOARD OF DIRECTORS AND SOLE SHAREHOLDER
OF
BISCAPE INVESTMENTS, INC.**

The undersigned, constituting the sole Director and the sole Shareholder of **BISCAPE INVESTMENTS, INC.**, 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, BISCAPE INVESTMENTS, INC., a British Virgin Islands company, is the owner of 100 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 they are 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 they may deem necessary or appropriate to implement the provisions of the foregoing resolutions.

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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 have executed this unanimous Joint Written Consent effective as of the 31 day of May, 2005.

BISCAPE INVESTMENTS, INC.,
a Florida corporation

By: [Signature]
BENJAMIN ROSALES, President and Director

By: [Signature]
MARIA EUGENIA DE ROSALES,
Secretary and Director

CHEADLE VENTURES LIMITED,
a British Virgin Islands corporation, sole Shareholder

By: [Signature]
BENJAMIN ROSALES, Director

By: [Signature]
MARIA EUGENIA DE ROSALES, Director

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