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Division of Corporations
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From:

Account Name : SERBER & ASSOCIATES, P.A.
Account Number : I20000000083
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LIMITED LIABILITY DISSOLUTION

BADEECH, L.L.C.

| | |
|-----------------------|---------|
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Florida Dept of State 002/007



January 5, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BADEECH, L.L.C.
5805 BLUE LAGOON DR
300
MIAMI, FL 33126

SUBJECT: BADEECH, L.L.C.
REF: L01000011666

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please refer to our previous letter. Article 7 still refers to "Chapter 607."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Lee Rivers
Document Specialist

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**ARTICLES OF DISSOLUTION
OF
BADEECH, L.L.C.**

The undersigned, Manager of BADEECH, L.L.C., a Florida Limited Liability Company, do hereby certify the following in connection with the dissolution of the Company:

1. The name of the Company is BADEECH, L.L.C.
2. The names and addresses of the Manager of the Company is as follows:

Name and AddressOffice(s) Held

Vilma V. Demaria
2875 N.E. 191 Street, #801
Aventura, Florida 33180

Manager

3. The names and addresses of the Manager of the Company is as follows:

Name and Address

Vilma V. Demaria
2875 N.E. 191 Street, #801
Aventura, Florida 33180


4. That all debts, obligations and liabilities of the Company have been paid or discharged or adequate provision made for their payment and/or discharge.

5. That all the remaining assets of the Company have been distributed among its Members in accordance with their respective interests in the Company.

6. That there are no actions pending against the Company in any court.

7. That a copy of the Written Consent of Directors and Members is attached hereto.

DATED this 22 day of December, 2005



VILMA V. DEMARIA (SEAL)
Manager
Demaria Vilma V.

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TALLAHASSEE FLORIDA

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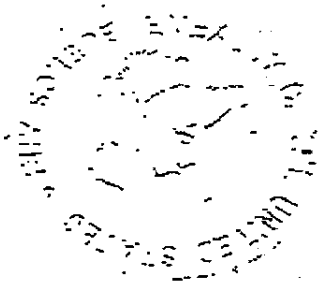
U.S. EMBASSY

COUNTRY OF _____

REPUBLIC OF ARGENTINA)
CITY OF BUENOS AIRES)
EMBASSY OF THE UNITED STATES OF AMERICA)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared VILMA M. DEMARIA, ~~to me known to be the Manager, and she~~ acknowledged and swore before me that they executed said Articles of Dissolution.

WITNESS my hand and official seal at Bo As Dependence said County and State, this 22 day of December, 2005.



NOTARY PUBLIC, County of CLAY
Print Name: CLAYTON P. HALL
My Commission Expires: Consular Associate

David J. Hoffman
Vice Consul

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**WRITTEN CONSENT OF THE MANAGER AND ALL MEMBERS
OF BADEECH, L.L.C.
TO DISSOLVE AND LIQUIDATE**

The undersigned, being all the Manager and all Members of BADEECH, L.L.C., a Florida Limited Liability Company (the "Company"), by their signatures hereto pursuant to Section 607.134 and 607.394 of the Florida General Company Act, hereby adopt this Written Consent in lieu of a formal meeting, waive all notice of the time, place and objects of a meeting, and consent to, approve and adopt the following acts:

BE IT RESOLVED, by all the Members and Manager of the Company, that it is in the best interests of the Company to fully liquidate and dissolve; and be it

FURTHER RESOLVED, that after paying or adequately providing for all of its known debts and liabilities, plus all sums due and paid hereafter pursuant to the Company's accounts receivables shall be set aside as a reserve fund for the payment of estimated expenses, taxes, unascertained or contingent liabilities, and expenses and costs of winding up, distribution and dissolution; and be it

FURTHER RESOLVED, that, at such time as all liabilities of the Company have been paid or adequately provided for and when there shall be no further need for the aforesaid reserve fund, the balance in said reserve fund, if any, shall be distributed to each of the Members and be it

FURTHER RESOLVED, that, distribution of the aforesaid assets pursuant to the plan herein provided in this consent is subject to the following conditions:

1. That each Member properly endorse and surrender the certificate or certificates evidencing that Member's ownership of shares of the capital stock of this Company.

2. That such distribution shall be in complete satisfaction of the rights of each Members of this Company upon distribution and liquidation of assets.

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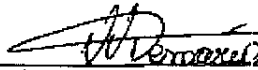
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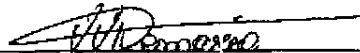
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FURTHER RESOLVED, the Manager of this Company is authorized, empowered and directed to execute and deliver in the name of and on behalf of the Company, all deeds, bills of sale, assignments, and other instruments of transfer as may be deemed necessary or proper, and that in general the Manager of this Company are hereby empowered, authorized, and directed to do any and all acts and things necessary to carry out, perform, implement, and consummate said plan of distribution and to wind up all corporate affairs and dissolve this Company.

EXECUTED this 22 day of December, 2005.

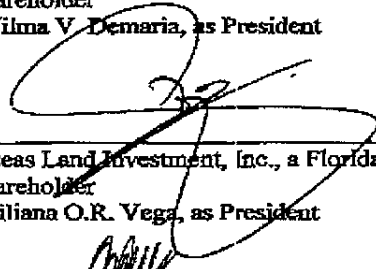


VILMA V. DEMARIA, Sole Manager



Lourdes Properties Corp., a Florida Corporation,
as Shareholder

By: Vilma V. Demaria, as President



Overseas Land Investment, Inc., a Florida Corporation,
as Shareholder

By: Liliana O.R. Vega, as President



Nieves Development, Inc., a Florida Corporation,
as Shareholder

By: Javier Mercier, as President



Barech Corp., a Florida Corporation,
as Shareholder

By: Ruben De Andreis, as President

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**CERTIFIED COPY OF RESOLUTION OF BOARD OF DIRECTORS
OF BADEECH, L.L.C.**

I, VILMA V. DEMARIA, as Manager of BADEECH, L.L.C., a Florida Limited Liability Company, a company duly organized and existing under and by virtue of the laws of the State of Florida (the "Company"), do hereby certify that a meeting of the Board of Manager of said Company was duly called and held at the offices of said Company on the 22 day of December, 2005, at which meeting a quorum was present and voted:

WHEREAS, it is in the best interest of the Company to adopt the Plan of Liquidation which is attached hereto as Exhibit "A."

The following Resolution was adopted as follows:


NOW, THEREFORE, be it resolved that the Company shall adopt the Plan of Liquidation which is attached hereto as Exhibit "A" and Vilma V. Demaria as Manager of this Company, be and she is hereby authorized and instructed, jointly or severally, to do whatever may be necessary and appropriate to adopt said Plan of Liquidation and that said officer be and is authorized and directed to execute in the name and on behalf of this Company such documents as may be necessary or proper to carry into effect this Resolution.

I further certify that the meeting of the Board of Manager at which the foregoing Resolution was adopted was regularly called and held in accordance with the Charter and By-Laws of said Company and that said Resolution has not been modified, rescinded or countermanded as of the date hereof.

DATED at Miami, Dade County, Florida, this 22 day of December, 2005

BADEECH, L.L.C.,
a Florida Limited Liability Company

CORPORATE SEAL

By: 
Vilma V. Demaria, as Manager

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