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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 JUN - 6 PM 2:29

T. HAMPTON

JUN - 7 2011

EXAMINED

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** SHIPAMERICA LLC  
(Name of Limited Liability Company)

The enclosed Articles of Dissolution and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

DIANE NOBILE, ESQ.

(Name of Person)

NOBILE LAW FIRM, P.A.

(Firm/Company)

777 BRICKELL AVENUE, SUITE 1114

(Address)

MIAMI, FLORIDA 33131

(City/State and Zip Code)

For further information concerning this matter, please call:

DIANE NOBILE, ESQ.

(Name of Person)

at ( 305 ) 577-0000

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☐ 30.00 Filing Fee &  
Certificate of Status

☐ \$55.00 Filing Fee &  
Certified Copy  
(additional copy is enclosed)

☒ \$60.00 Filing Fee,  
Certificate of Status &  
Certified Copy  
(additional copy is enclosed)

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

ARTICLES OF DISSOLUTION  
FOR  
A LIMITED LIABILITY COMPANY

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1. The name of a limited liability company is  
**SHIPAMERICA LLC**

2. The Articles of Organization were filed on **10/13/2006** and assigned document number  
**L06000100216**

3. The date the dissolution was approved: **04/12/2011**

4. A description of occurrence that resulted in the limited liability company's dissolution pursuant to section  
608.441, Florida Statutes, (copy 608.441 on back cover letter).

**UNANIMOUS WRITTEN CONSENT OF ALL MEMBERS.**

5. CHECK ONE:

- ☒ All debts, obligations and liabilities of the limited liability company have been paid or discharged.  
-OR-  
☐ Adequate provision has been made for the debts, obligations and liabilities pursuant to s. 608.4421.

6. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.

7. CHECK ONE:

- ☒ There are no suits pending against the company in any court.  
-OR-  
☐ Adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending suit.

Signatures of the members having the same percentage of membership interests necessary to approve the dissolution:

Signature

Printed Name

**SEE ATTACHED**

**ACTA DE DIRECTORIO  
LINACRIL SOCIEDAD ANÓNIMA**

En la ciudad de Montevideo, el día 12 de Abril de 2011, siendo la hora 9 y 30 am se reúne el Directorio de "LINACRIL S.A." contando con la Presencia de su Presidente, Sra. Rosina Brito del Pino quien actúa en uso de las facultades que le confieren los Estatutos Sociales.

A continuación resuelve:

Luego de Intercambiar Ideas y teniendo en cuenta la inoperatividad de "Shipamerica LLC" por falta de negocios, el Directorio de "Linacril S.A.", por unanimidad resuelve proceder a la disolución de "SHIPAMERICA LLC", cuya titularidad de las acciones pertenecen a "Linacril S.A.".

En este orden, se encomienda al directorio de "Linacril S.A." notificar a las autoridades pertinentes de la presente resolución y se los faculta para firmar todos aquellos documentos necesarios para el buen cumplimiento de los fines encomendados.-

Sin más asuntos por considerar, siendo la hora 10 am, se levanta la sesión.



Rosina Brito del Pino  
Presidente

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**RESOLUTION TO DISSOLVE SHIPAMERICA LLC,  
CONSENT TO WAIVE NOTICE AND HOLD MEETING AND  
AGREE TO AN ACTION BY UNANIMOUS CONSENT**

WHEREAS, the MEMBERS OF SHIPAMERICA LIMITED LIABILITY COMPANY have determined by unanimous consent that it is desirable and in the interests of this corporation that certain decisions and actions be undertaken.

NOW, THEREFORE, IT IS RESOLVED by the members named below who constitute all of the members of this LLC that, the following are hereby consented to, adopted, and approved pursuant to all laws which govern this LLC:


BE IT RESOLVED, that the members hereby DISSOLVE THIS LLC BY UNANIMOUS VOTE and WRITTEN CONSENT ON April 12<sup>th</sup> 2011.

BE IT RESOLVED, that the members confirm that all debts, obligations and liabilities of the limited liability company have been paid or discharged.

BE IT RESOLVED, that the members confirm that all remaining property and assets have been distributed among its members in accordance with their respective rights and interests.

BE IT RESOLVED, that the members that there are no suits pending against the company in any Court.

FURTHER OMNIBUS RESOLUTIONS. The members of this LLC do hereby further resolve that each individually is authorized to do, execute and perform any and all such acts regarding the foregoing resolutions and to execute all documents and agreements as they shall determine are required, advisable, or necessary to fulfill the resolutions agreed to herein. The members of this LLC do hereby further resolve that any actions related to the resolutions agreed to herein prior to the date of this Consent to Waive Notice and Hold Meeting regarding the foregoing resolutions are hereby approved and confirmed and agreed to and ratified as the correct acts and deeds of this LLC. This Resolution and consent may be executed in one or more counterparts, each of which, if properly executed, shall have the same force and effect as an original and all of which together shall be considered as the same document and shall be properly placed in the Corporation minutes file as records of this LLC.

  
\_\_\_\_\_  
Rosina Brito del Pino  
Director Linacril S.A. Unique and Sole Managing Member

April 14<sup>th</sup> 2011

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