

Division of Corporations

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Florida Department of State
Division of Corporations
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**LLC DISSOLUTION OR WITHDRAWAL
U - REST, LLC**

Certificate of Status	1
Certified Copy	0
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D. BRUCE

APR 20 2010

EXAMINER

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**ARTICLES OF DISSOLUTION
OF
U - REST, LLC**

1. The name of the limited liability company is U - REST, LLC, (hereafter the "Company").
2. The Articles of Organization were filed on 05/07/2009, effective on 05/05/2009. The Company was assigned the following document number L09000044478.
3. The date of Dissolution was approved on 04/09/2010.
4. All debts, obligations and liabilities of the limited liability company have been paid or discharged.
5. All remaining property, cash and assets have been distributed among its members in accordance with their respective rights and interests.
6. There are no actions pending against the Company.
7. The Company has elected to dissolve pursuant to a written consent of the members of the Company. A true copy of the written consent of all the members and the resolution to adopt a plan of corporate liquidation is attached hereto and incorporated by reference as Exhibit "A".

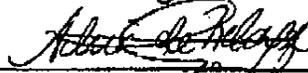
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Signed and dated this 9th day of April, 2010

**U - REST, LLC, a
Florida limited liability company**



VICTOR RELAYZE
 Manager/Member/Incorporator



ADRIA GARBELLA
 Manager/Member

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JORGE MORALES
Manager/Member

LOURDES SEDA
Member

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EXHIBIT "A"

**SPECIAL JOINT ACTION BY UNANIMOUS
WRITTEN CONSENT OF MEMBERS OF
U - REST, LLC.**

The undersigned being all the members of U - REST, LLC, a Florida limited liability company (the "Company"), do hereby unanimously consent to the following resolutions, taking said action in lieu of meetings, as permitted by Section 608.441 of Florida Statutes and the Articles of Organization of the Company.

RESOLVED AS FOLLOWS:

WHEREAS, all the members of the Company have unanimously determined that it is advisable and beneficial for the Company that it be liquidated and dissolved; and

WHEREAS, the members of the Company must adopt and hereby adopt a plan of liquidation and dissolution of the Company.

RESOLVED, that the following plan of liquidation is unanimously adopted to assemble and marshal the assets of the Company, pay or make adequate provisions for the creditors and debtors of the Company, and apportion the remaining assets among the members according to their respective membership interests:

1. That the Company, by its duly authorized officers, proceed to liquidate the assets of the Company and distribute such assets, except those retained to meet certain liabilities, to the members, as an incident to the plan of complete liquidation adopted by members and managers pursuant to the relevant provisions of the Internal Revenue Code of 1986

2. That as soon as practical, counsel for the Company shall file a certificate for the dissolution of the Company under appropriate provisions of the state of Florida Corporate Law, and that the officers of the Company are hereby authorized to execute any and all documents necessary to effectuate such dissolution.

3. That the managers be and they are hereby empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the members and managers, said managers being authorized to adopt any subsequent resolutions to effectuate the intent of the members to liquidate the Company in accordance with the plan of liquidation adopted pursuant to the Internal Revenue Code of 1986.

4. That this consent is signed in counterparts and that all counterparts together shall reflect the consent to the resolution.

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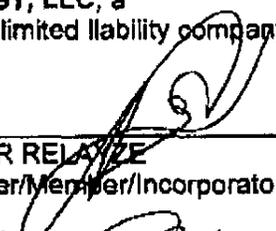
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IN WITNESS WHEREOF, I have signed this document this 9th day of April, 2010

U - REST, LLC, a
Florida limited liability company



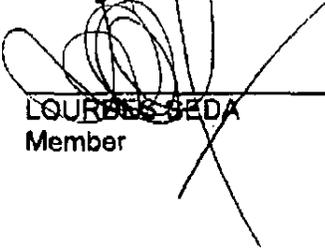
VICTOR REA
Manager/Member/Incorporator



ADRIA GARBELLA
Manager/Member



JORGE MORALES
Manager/Member



LOURDES GEDA
Member

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CERTIFIED COPY OF PLAN OF LIQUIDATION
OF
U - REST, LLC.

The undersigned, being all the members and officers of U - REST, LLC, hereby certify that this is a true copy of the plan of liquidation that was adopted by the company on April 09, 2010, as provided for under Florida law.

1. That the Company proceed to liquidate its assets and distribute such assets, except those retained to meet certain liabilities, to the members, as an incident to the plan of complete liquidation adopted by members and officers pursuant to the relevant provisions of the Internal Revenue Code of 1986.

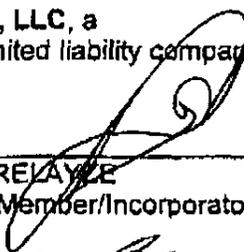
2. That as soon as practical, counsel for the Company file a certificate for the dissolution of the Company under the appropriate provisions of the state of Florida Corporate Law, and that the officers of the Company be authorized to execute any and all documents necessary to effectuate such dissolution.

3. That the members and officers be and they are hereby empowered, authorized and directed to proceed in accordance with the resolutions unanimously adopted by the members, said officers being authorized to adopt any subsequent resolutions to effectuate the intent of the members to liquidate the Company in accordance with the plan of liquidation adopted pursuant to the relevant provisions of the Internal Revenue Code of 1986.

4. That this consent be signed in counterparts and that all counterparts together shall reflect the consent to the Resolutions adopted.

Signed this 9th day of April, 2010, under penalty of perjury.

U - REST, LLC, a
Florida limited liability company


VICTOR REJANO
Manager/Member/Incorporator


ADRIA GARBELLA
Manager/Member

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JORGE MORALES
Manager/Member


LOURDES SEDA
Member

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