

# L550 77

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FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

## DISSOLUTION OR WITHDRAWAL CALOI USA INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION  
OF  
CALOI USA INC.**

The undersigned, being the President of Caloi USA Inc., a Florida corporation (the "Corporation"), pursuant to Section 607.1403 of the Florida Statutes, does hereby certify these Articles of Dissolution.

1. **Name:**

The name of the Corporation is: Caloi USA Inc.

2. **Document Number:**

The document number of the corporation is: L55077

3. **Date Authorized:**

Dissolution was authorized on July 2, 2013.

4. **Adoption of Dissolution:**

The dissolution was authorized and approved by the written consent of the sole shareholder and the Board of Directors of the Corporation, which written consent for dissolution was sufficient for approval. See attached Written Consent to Action and Plan of Complete Liquidation.

5. **Effective Date:**

The effective date of dissolution shall be the date of the filing of these Articles of Dissolution with the Florida Department of State.

Executed this 8th day of July, 2013.

By: 

Name: Eduardo Musa

Title: President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**EXHIBIT A**

**CALOI USA INC.**

**THIS PLAN OF COMPLETE LIQUIDATION** (the "Plan") is effective as of July 8, 2013, and is attached as Exhibit "A" to the Consent to Action by the sole Shareholder and Directors (the "Action") of Caloi USA Inc., a Florida corporation (the "Company") and made a part thereof.

1. Company shall be completely liquidated in accordance with the provisions of Section 607.1403 of the Florida Statutes ("Statutes") and this Plan of Complete Liquidation.

2. Caloi Norte S.A., a Brazilian company (the "Shareholder") hereby acknowledges that it is the owner of stock in Company which: (a) possesses 100.0% of the total voting power of stock of Company; and (b) has a value of equal to 100.0% of the total value of stock of Company.

3. Pursuant to this Plan:

a. Company's director has taken all reasonable steps to pay all corporate debt, taxes and other obligations or set up a reserve for the payment of Company's debts, taxes and other obligations.

b. Company's director shall make distributions of all of the cash, other property, rights to property, and rights of Company in complete cancellation (or redemption) of all of Shareholder's issued and outstanding stock in Company.

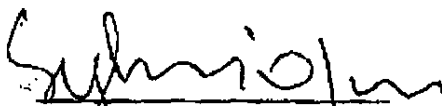
4. All of the liquidating distributions (described in paragraph 3.b.) shall be completed within three (3) years after the close of the taxable year in which the first liquidating distribution is paid to the Shareholder. The first liquidating distribution shall be made during calendar year 2013.

5. As soon as the first liquidating distribution has been paid, Company will cease to be a going concern and its activities will be limited to winding up its affairs, paying its debts, distributing its remaining assets to its Shareholder, and dissolving.

6. Company will retain no assets following its final liquidating distribution.

7. Company shall dissolve in accordance with Florida law as soon as practicable after the final liquidating distribution.

  
\_\_\_\_\_  
Andrew Carter, Director

  
\_\_\_\_\_  
Sylvio Teixeira, Director

  
\_\_\_\_\_  
Eduardo Musa, Director

**CONSENT TO ACTION BY**  
**THE SHAREHOLDER AND DIRECTORS OF**  
**CALOI USA INC.**

The undersigned, being the sole Shareholder and all of the Directors of Caloi USA INC., a corporation duly organized and existing under the laws of the State of Florida (the "Company"), do hereby consent to and take the following action in lieu of a meeting of Shareholders and a meeting of Directors of the Company, to have the same effect as actions taken at duly called meetings of the Shareholders and Directors at which all Shareholders and Directors were present and voting.

**WHEREAS**, the sole Shareholder and the Directors of Company believe it to be in the best interest of Company that the Company be completely liquidated and dissolved,

**NOW THEREFORE**, be it:

**RESOLVED**, the sole Shareholder and Directors approve, authorize and consent to the complete liquidation and dissolution of the Company in accordance with the provisions of Section 607.1403 of the Florida Statutes, as amended and as provided in the Plan of Complete Liquidation attached hereto as Exhibit "A" (the "Plan") and incorporated herein;

**FURTHER RESOLVED**, the sole Shareholder and Directors hereby acknowledge that the sole Shareholder of the Company holds 100% of the total stock of Company; and

**FURTHER RESOLVED**, the President of the Company is hereby fully authorized to execute any document on behalf of Company to effectuate the complete liquidation of Company; and

**FURTHER RESOLVED**, the Directors shall perform all acts necessary for Company to timely comply with the attached Plan of Complete Liquidation.

Dated: July 8th, 2013

**Directors**

  
Sylvio Teixeira, Director

  
Eduardo Musa, Director

  
Andrew Carter, Director

**Shareholder**

Caloi Norte S.A., a Brazilian company

By: 

Name: \_\_\_\_\_

Title: \_\_\_\_\_