

166954

Requestor's Name

ROLLING HILLS
HOTEL & GOLF RESORT

3501 W. ROLLING HILLS CIRCLE
FT. LAUDERDALE, FLORIDA 33328

(A. MOFFA)

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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Domestication
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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97 MAR 12 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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97 MAR -4 AM 8:01
DIVISION OF CORPORATIONS

706
1055, 1072, 6724

Diss

Examiner's Initials

LFT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 5, 1997

ROLLING HILLS HOTEL & GOLF RESORT
3501 West Rolling Hills Circle
Ft. Lauderdale, FL 33328

SUBJECT: WESTERN HEMISPHERE INVESTMENTS, INC.
Ref. Number: L66954

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97 MAR 12 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file articles of dissolution or a certificate of withdrawal is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 297A00011362

*Enclosed pls find cheque in the
amount of \$35.00. Pls file*

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97 MAR 12 PM 2:13
DIVISION OF CORPORATIONS

ARTICLES OF DISSOLUTION OF
WESTERN HEMISPHERE INVESTMENTS, INC.
PURSUANT TO SECTION 607.267 OF THE
FLORIDA GENERAL CORPORATION ACT

FILED
97 MAR 12 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Western Hemisphere Investments, Inc.
2. The names and respective addresses of its officers are as follows:

Nobuaki Kasai, President and Secretary
3501 West Rolling Hills Circle
Ft. Lauderdale, FL 33328

3. The names and respective addresses of its Directors are as follows:

Nobuaki Kasai, Sole Director
3501 West Rolling Hills Circle
Ft. Lauderdale, FL 33328

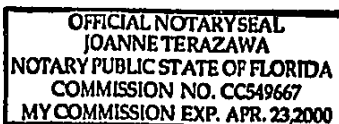
4. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefore.
5. All the remaining property and assets of the Corporation have been distributed to it sole shareholder.
6. There are no actions pending against the corporation in any court.
7. The dissolution was authorized on August 31st, 1996
8. A copy of the written consent to dissolve is attached. Such written consent has been signed by the sole shareholder of the corporation.


IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the corporation this 31st day of August of 1996.

By: 

Title: President

STATE OF FLORIDA)
COUNTY OF BROWARD)





The foregoing instrument was acknowledged before me this 31st day of August, 1996 by Nobuaki Kasai, President of Western Hemisphere Investments, Inc. on behalf of the corporation. He is personally known to me and they did not take an oath.

SHAREHOLDERS CONSENT FOR DISSOLUTION OF
WESTERN HEMISPHERE INVESTMENTS, INC.

WHEREAS, Cosmos Group, Inc., a Florida corporation, is the owner and holder of all of the issued and outstanding capital stock of WESTERN HEMISPHERE INVESTMENTS, INC., a Florida corporation; and

WHEREAS, the undersigned have examined and evaluated the purpose for which WESTERN HEMISPHERE INVESTMENTS, INC. had originally been formed, and have found that such purpose has been met, and that there is no further business purpose for WESTERN HEMISPHERE INVESTMENTS, INC. to retain its corporate existence; and

WHEREAS, the undersigned have determined that it would be advisable and in the best interest of WESTERN HEMISPHERE INVESTMENTS, INC. and COSMOS GROUP, INC. as the sole shareholder of WESTERN HEMISPHERE INVESTMENTS, INC. that WESTERN HEMISPHERE INVESTMENTS, INC. be dissolved;

NOW, THEREFORE, it is RESOLVED THAT;

1. COSMOS GROUP, INC. as sole shareholder of WESTERN HEMISPHERE INVESTMENTS, INC., hereby consents, as of the date set forth below, to the dissolution of WESTERN HEMISPHERE INVESTMENTS, INC.
2. All of the assets of WESTERN HEMISPHERE INVESTMENTS, INC. will be transferred by appropriate instrument to COSMOS GROUP, INC. as the sole shareholder of WESTERN HEMISPHERE INVESTMENTS, INC.
3. WESTERN HEMISPHERE INVESTMENTS, INC. will effect a voluntary dissolution under Section 607.267 of the Florida General Corporation act.
4. Upon receipt of distribution of assets of WESTERN HEMISPHERE INVESTMENTS, INC., COSMOS GROUP, INC. will cancel the certificate evidencing all of the issued and outstanding shares of common stock of WESTERN HEMISPHERE INVESTMENTS, INC.
5. The officers of COSMOS GROUP, INC. are hereby authorized, empowered and directed to execute and deliver in the name of and on behalf of WESTERN HEMISPHERE INVESTMENTS, INC. deeds, assignments, bills of sale, and other instruments of transfer as may be deemed necessary or proper to carry out, perform, implement and consummate the liquidation and distribution of assets and the winding up of the corporate affairs and dissolution of WESTERN HEMISPHERE INVESTMENTS, INC.
6. The officers and directors, further, are hereby authorized, empowered and directed to do any and all acts and things necessary to carry out, perform, implement and consummate the liquidation and distribution of assets and the winding up of corporate affairs and dissolution of assets and the winding up of corporate affairs and dissolution of WESTERN HEMISPHERE INVESTMENTS, INC.