

SEP. 18. 2001 4:54PM
Division of Corporations

NO. 711 P. 18. 2001

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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

DISSOLUTION

SOUTH FLORIDA CONTROLS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

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01 SEP 19 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION
OF
SOUTH FLORIDA CONTROLS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned in his capacity as sole director and acting president of this Corporation, hereby executes, acknowledges and files the following Articles of Dissolution for the purpose of recording the dissolution of a Florida corporation for profit organized under the laws of the State of Florida, to wit:

ARTICLE I - Name and Incorporation

The name of the corporation is **SOUTH FLORIDA CONTROLS, INC.** (the "Corporation"), organized originally in Florida as per Articles of Incorporation filed with the Florida Department of State on May 12, 2000 and assigned number P00000047449.

ARTICLE II - Dissolution by Shareholders & Directors

The shareholders and directors of this Corporation by unanimous written consent, without need of a formal meeting, on the 12th of January, 2001 adopted the following:

RESOLVED that SOUTH FLORIDA CONTROLS, INC. be and it is hereby dissolved effective as December 31st., 2000 and that the Board of Directors of the corporation immediately take all necessary steps to consummate its dissolution.

RESOLVED, to approve the financial statements of the corporation as of December 31st., 2000 submitted by the Chairman and to take note that, as a result of losses incurred in the operations referred in such financial statements, the shares of stock of the corporation had become worthless considering that the liabilities of the corporation greatly exceeded its assets and the nature of its assets and business, if any, is such that there is no reasonable hope and expectation that a continuation of the business will result in any profit to its shareholders.

RESOLVED, that the Board of Directors be and hereby is authorized and empowered, without further action by the Shareholders, to convert any remaining assets of this corporation into cash, and to take any and all actions, and to do any and all acts which may, in its opinion, be necessary or proper to wind up the affairs of the corporation.

RESOLVED, that considering the indebted condition of the corporation, there shall be no property and assets of this corporation that may have been distributable in cash or in specie, or part in cash and part in specie, proportionately among the shareholders.

RESOLVED, that the President, the Secretary and the Treasurer of the corporation be and they are hereby authorized, empowered and directed to cause notice of the adoption of the above resolutions to be given and to file and record any documents, as may be required by Law.

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ARTICLE III - President's Further Declaration

The undersigned, in his capacity aforesaid, also declares that:

- (i) No debts of the Corporation remain unpaid;
- (ii) The net assets of the Corporation remaining after winding up have been distributed to the persons who were to be the shareholders of this Corporation; and
- (iii) All Corporation's shares of stock, originally issued, have been marked canceled.

Accordingly, the undersigned in such capacity requests that the charter of this Corporation be canceled upon the filing of these presents.

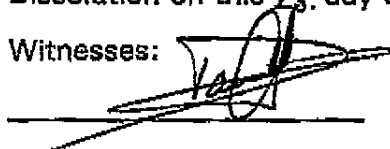
ARTICLE IV - Last Acting Directors & Officers

The last acting director(s) and officers of this Corporation, who exercised their respective offices through the dissolution thereof, are:

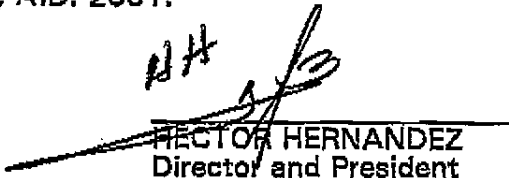
<u>Name:</u>	<u>Office:</u>	<u>Address:</u>
Hector Hernandez	Director & President	1142 NW 126th. Court, Miami FL 33182,
Oscar Blazquez	Director, Treasurer and Secretary	215 SW 49th Avenue, Hialeah FL 33013, and
Agustin de Goytisolo	Assistant Secretary	1223 SW Fourth Street, Ste. 207, Miami FL 33135-2407

IN WITNESS WHEREOF, the undersigned, the president and the secretary of the Corporation as well as its remaining directors, hereby execute these Articles of Dissolution on this 18. day of Sept, A.D. 2001.

Witnesses:



As to President &
Secretary



HECTOR HERNANDEZ
Director and President

ATTEST:



OSCAR BLAZQUEZ
Director & Secretary

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STATE OF FLORIDA }
 }ss:
COUNTY OF MIAMI-DADE }

I, the undersigned, hereby certify that on the day and year first above written, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared the persons identified above as the parties to these Articles of Dissolution, to me known, who executed the foregoing document in their respective capacities and they acknowledged before me that they had executed the same.

WITNESS MY HAND AND SEAL in the County and State aforesaid on the date herein above expressed.



Notary Public, State of Florida

Printed Name of Notary:
Commission number:
Expiration of Commission:



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