

Division of Corporations

P. 1 of 2

## Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

### Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H01000088559 9)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

Division of Corporations

Fax Number : (850)205-0380

**From:**

Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRANCIS

Account Number : 076624003440

Phone : (305)444-6226

Fax Number : (305)442-4829

FILED  
01 AUG -8 4PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## DISSOLUTION

**HIDDEN BAY INVESTMENTS, INC.**

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$43.75

VOID IS  
KFB  
8-9  
08/08/2001

((H01000088559 9)))

FILED  
01 AUG -8 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION  
OF  
HIDDEN BAY INVESTMENTS, INC.

I. The name of this Corporation is HIDDEN BAY INVESTMENTS, INC., which was duly incorporated on July 26, 2000, in the State of Florida.

II. The name, title and post office address of each of the officers of the Corporation are as follows:

President/Secretary/Treasurer:  
Carlos Guillermo Otaola, Sr.  
c/o Arazoza & Fernandez-Fraga, P.A.  
2100 Salzedo Street, Suite 300  
Coral Gables, FL 33143

III. The name and mailing address of the sole director of the Corporation is as follows:

Carlos Guillermo Otaola, Sr.  
c/o Arazoza & Fernandez-Fraga, P.A.  
2100 Salzedo Street, Suite 300  
Coral Gables, FL 33143

IV. All debts, obligations and liabilities of this Corporation have been paid or discharged.

V. All the remaining property, cash and assets of the Corporation have been distributed among its shareholders according to their respective rights and interests.

VI. There are no actions pending against the Corporation.

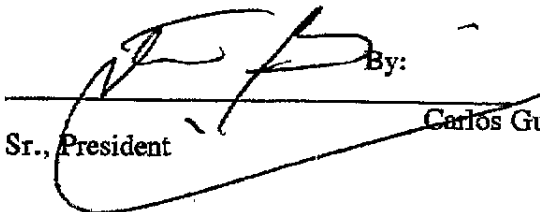
VII. The Corporation has elected to dissolve the Corporation pursuant to a special joint action by unanimous written consent of its directors and shareholders. A true copy of the written consent of the directors and shareholders and the resolution to adopt a plan of corporate liquidation is attached hereto and incorporated by reference as Exhibit "A".

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the  
8<sup>th</sup> day of August, 2001, in Miami FLORIDA

HIDDEN BAY INVESTMENTS, INC.

((H01000088559 9)))

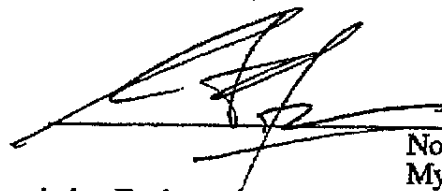
((H01000088559 9)))

By:   
Sr., President Carlos Guillermo Otaola,

STATE OF )

COUNTY OF )

Before me personally appeared Carlos Guillermo Otaola, Sr., as President of Hidden Bay Investments, Inc., a Florida corporation, on behalf of the corporation who is personally known to me and/or who presented the following identification FL. D. L. and who executed the foregoing Articles of Dissolution, and acknowledged before me that he executed these Articles of Dissolution of Hidden Bay Investments, Inc., on behalf of the corporation, this 8<sup>th</sup> day of August, 2001.

  
Notary Public  
My  
Commission Expires:



Carlos F. Arazoza  
Commission # CC 955207  
Expires July 17, 2004  
Bonded Through  
Atlantic Bonding Co., Inc.

corp\disso\hiddenbay

((H01000088559 9)))

(((H01000088559 9)))

**EXHIBIT "A"****SPECIAL JOINT ACTION BY UNANIMOUS  
WRITTEN CONSENT OF SHAREHOLDERS AND DIRECTORS OF  
HIDDEN BAY INVESTMENTS, INC.**

The undersigned being the sole stockholder and sole director of the above named corporation, a Florida Corporation, do hereby unanimously consent to the following resolutions, taking said action in lieu of meetings, as permitted by statute and the Articles of Incorporation.

**RESOLVED AS FOLLOWS:**

WHEREAS, the shareholder and director of the Corporation have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

WHEREAS, the shareholder and director must adopt and hereby adopt a plan of liquidation and dissolution of the Corporation.

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

1. Within thirty (30) days after the date of this meeting, Counsel for the Corporation shall file Form 966 with the Director, Internal Revenue Service, attaching thereto a certified copy of this resolution, indicating that the stockholders and directors have adopted a plan of complete liquidation pursuant to Section 331 of the Internal Revenue Code of 1986.

2. That the Corporation, by its duly authorized officers, proceed to liquidate the assets of the Corporation and distribute such assets, except those retained to meet certain liabilities, to the stockholders, as an incident to the plan of complete liquidation adopted by stockholders and directors pursuant to Section 331 of the Internal Revenue Code of 1986.

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

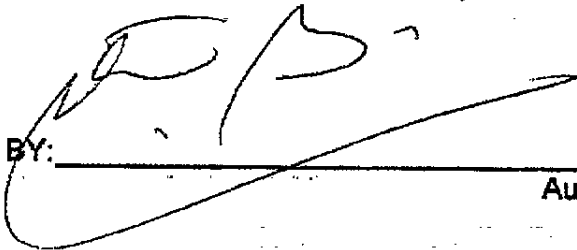
(((H01000088559 9)))

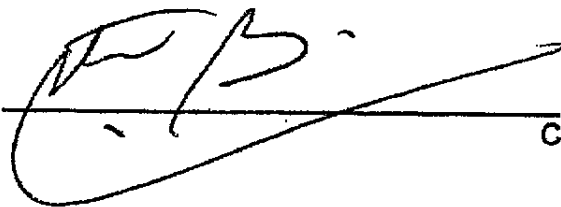
((H01000088559 9)))


4. That the officers and directors be and they are hereby empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the stockholders and directors, said officers and directors being authorized to adopt any subsequent resolutions to effectuate the intent of the stockholders and directors to liquidate the Corporation in accordance with the plan of liquidation adopted pursuant to Section 331 of the Internal Revenue Code of 1986.

In Witness Whereof we have signed this document this 8<sup>TH</sup> day of AUGUST, 2001.

HIDDEN INVESTMENT GROUP LIMITED, a  
British Virgin Islands corporation  
(Sole Shareholder)

  
BY: \_\_\_\_\_  
Authorized Representative

  
\_\_\_\_\_  
Carlos Guill Otaola, Sr., Director

  
\_\_\_\_\_  
Maria Lorena Otaola, Sr., Director

h:\...lcorp\disolut\hidden.exe

((H01000088559 9)))

((H01000088559 9)))

CERTIFIED COPY OF PLAN OF LIQUIDATION

OF

HIDDEN BAY INVESTMENTS, INC.

The undersigned, President, of HIDDEN BAY INVESTMENTS, INC., hereby certifies that this is a true copy of the plan of liquidation that was adopted by the corporation on August 8, 2001, as provided for under Florida law.

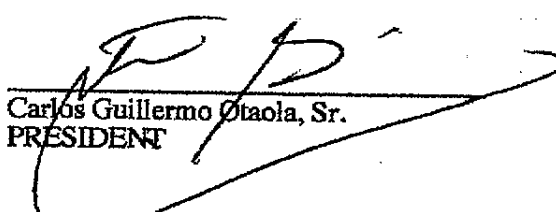
1. Within thirty (30) days after the date of this meeting, Counsel for the Corporation shall file Form 966 with the Director, Internal Revenue Service, attaching thereto a certified copy of this resolution, indicating that the stockholders and directors have adopted a plan of complete liquidation pursuant to Section 331 of the Internal Revenue Code of 1986.

2. That the Corporation, by its duly authorized officers, proceed to liquidate the assets of the Corporation and distribute such assets, except those retained to meet certain liabilities to the stockholders, as an incident to the plan of complete liquidation adopted by stockholders and directors pursuant to Section 331 of the Internal Revenue Code of 1986.

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

4. That the officers and directors be and they are hereby empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the stockholders and directors, said officers and directors being authorized to adopt any subsequent resolutions to effectuate the intent of the stockholders and directors to liquidate the Corporation in accordance with the plan of liquidation adopted pursuant to Section 331 of the Internal Revenue Code of 1986.

Signed this 8<sup>TH</sup> day of August, 2001, under penalty of perjury.

  
Carlos Guillermo Otaola, Sr.  
PRESIDENT

corp\dissolut\hiddenbay.liq

((H01000088559 9)))