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DISSOLUTION OR WITHDRAWAL

COAGROUP, INC.

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ARTICLES OF DISSOLUTION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OF

COAGROUP, INC.

Pursuant to section 607.1403 of the Florida Business Corporation Act, COAGROUP, INC., a Florida profit corporation, submits the following articles of dissolution:

FIRST: The name of this corporation is COAGROUP, INC. ("Corporation")

SECOND: COAGROUP, INC., elected to dissolve pursuant to the Unanimous Written Consent of its sole Shareholders and all the Members of the Board of Directors, which Written Consent was effective as of the 1st day of Dec, 2006. A copy of the Unanimous Written Consent is attached hereto.

THIRD: The number of votes cast by the Shareholders for dissolution was sufficient for approval pursuant to section 607.1402 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 1st day of Dec 2006.

COAGROUP, INC.
a Florida corporation

By: 
Patricia San Miguel
Director

**UNANIMOUS WRITTEN CONSENT
OF THE SHAREHOLDERS AND BOARD OF DIRECTORS
OF COAGROUP, INC.**

The undersigned, being the sole Shareholder and sole Member of the Board of Directors of COAGROUP, INC., a Florida corporation (hereinafter "Corporation"), hereby adopts this Written Consent in lieu of a Special Meeting of the Shareholders and Board of Directors, pursuant to sections 607.0704 and 607.0821 of the Florida Business Corporation Act and hereby waives notice to be given in connection therewith pursuant to sections 607.0706 and 607.0823.

The undersigned consent to the adoption of the following resolutions:

Adoption of Plan of Liquidation

WHEREAS, the Director and Shareholder of this Corporation deems it advisable and in the best interest of the Corporation and its Shareholder that the Corporation be completely liquidated and dissolved; and

WHEREAS, the Director finds it advisable to adopt a plan of complete liquidation in accordance with the requirements of Section 331 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder; and

WHEREAS, the Shareholder deems it advisable and in its best interest that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation presented to it by the Director of this Corporation, it is

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

1. The Director of the Corporation is authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.
2. As soon as practicable, the Director shall wind up the affairs of the Corporation; pay or provide for the payment of its liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses and estimated unascertained or contingent expenses, if they deem such a reserve to be desirable; and distribute to the Shareholder in cancellation of its shares, any remaining assets of the Corporation subject to any unpaid liabilities.
3. If a reserve is established to meet claims against the Corporation, the Director shall arrange for the distribution of any unused balance of the reserve to the Shareholder as soon as practicable.
4. The Director of the Corporation is authorized and directed to file, or to have tax counsel for the Corporation file or its certified public accountant file, Form 966 with the

Internal Revenue Service together with a certified copy of this Resolution, within 30 days after the date hereof.

5. The Director of the Corporation is authorized and directed to file all other forms and documents required by the State of Florida, including, but not limited to, Articles of Dissolution, and the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.

RESOLVED, that the Officer and Director of the Corporation be, and hereby is, authorized and directed to take such additional action as she deems necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolution.

IN WITNESS WHEREOF, the undersigned, being the Sole Shareholder and sole Member of the Board of Directors of COAGROUP Inc., has executed this written consent to action as of this 1st day of Dec, 2006.

DIRECTOR:



Patricia San Miguel

SHAREHOLDER:



Patricia San Miguel