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July 28, 2001

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 JUL 24 PM 12:33

SECRETARY OF STATE  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P. O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

500004493085--2  
-07/24/01--01032--003  
\*\*\*\*\*87.50 \*\*\*\*\*  
43.75

RE: PRIMERA 1111, INC.

Gentlemen:

Enclosed herewith please find Articles of Dissolution for Primera 1111, Inc., together with check in the amount of \$87.50 to cover the filing fee and certified copy.

We would appreciate your appropriately filing these Articles of Dissolution and advising this office should you require any further information and/or documentation to complete the filing. Otherwise, we will await a response from your office that the enclosures are satisfactory and in proper form and content.

We thank you in advance for your usual courtesies and prompt attention.

Very truly yours,

*M. Frankel*  
MELVIN F. FRANKEL

MFF:cj  
Enclosures (as stated)

*Vold's*

V. SHEPARD JUL 31 2001

ARTICLES OF DISSOLUTION

OF

PRIMERA 1111, INC.

FILED  
SECRETARY OF STATE  
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1. The name of the corporation is **PRIMERA 1111, INC.**
2. The names and respective addresses of its directors are:

JOEL ASSERAF  
1040 N.W. 159<sup>th</sup> Drive  
MIAMI, FLORIDA 33169

3. The names and respective addresses of its officers are:

JOEL ASSERAF  
1040 N.W. 159<sup>th</sup> Drive  
MIAMI, FLORIDA 33169

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 among its shareholders in accordance with their respective rights and interest and the shareholders have assumed responsibility for the payment of any and all obligations which arose during the existence of the corporation.

6. There are no actions pending against the corporation in any court (or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the corporation in any pending action).

7. A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 30<sup>th</sup> day of June, 2001.

Dated this 30<sup>th</sup> day of June, 2001.

PRIMERA 1111, INC.

BY: \_\_\_\_\_

JOEL ASSERAF, President



PLAN OF LIQUEDATION,  
RESOLUTION TO DISSOLVE, AND  
CONSENT TO ACTION WITHOUT MEETING  
OF  
SHAREHOLDERS  
OF  
PRIMERA 1111, INC.

That **PRIMERA N.V.**, the sole Shareholder of **PRIMERA 1111, INC.**, a corporation organized and existing under the laws of the State of Florida, (the "corporation"), as well as all of the officers and directors thereof, in compliance with 607.1402 Florida Statutes 1999, hereby consent to the adoption of the following Resolutions without a formal meeting of the Shareholders and/or Directors of the Corporation and the taking of any and all actions contemplated therein or thereby including but not limited to the ultimate filing of Articles of Dissolution pursuant to Section 607.1403 Florida Statutes 1999 without the necessity of further approval or consent for each of the undersigned in their capacity as a shareholder.

RESOLVED: That the undersigned, being the sole Shareholder of **PRIMERA 1111, INC.**, consent to the dissolution of the Corporation in accordance with the provisions of Sections 607.1402 Florida Statutes, 1999.

RESOLVED: That the following plan of liquidation in accordance with Section 331 of the Internal Revenue Code of 1986 as Amended, be, and it hereby is adopted:

1. The Corporation, by its duly authorized officers shall distribute to its shareholders pro rata all of its assets, subject to any liabilities, with the exception of a reasonable amount of cash to be retained for payment of federal and state taxes. Each shareholder does herewith agree to assume his or its pro rata share of the said unpaid liabilities and will surrender his or its stock for cancellation.

2. The Corporation shall file Articles of Dissolution with the Secretary of State.

3. Upon the adoption of this Plan of Liquidation, the officers shall cause to be filed with the Internal Revenue Service Center Form 966 together with a certified copy of this Consent to Action and any necessary schedules.

RESOLVED: That the proper officers of the Corporation are:

JOEL ASSERAF - PRESIDENT

and said officer is hereby authorized to approve and to take any and all actions, to do any and all things, to

execute any and all documents, instruments and agreements and to effect any and all filings and recordings as the officer so approving, acting, doing, executing, filing or recording shall deem necessary or appropriate to carry out the intent of these Resolutions.


IN WITNESS WHEREOF, I have hereunto set my hand and seal, intending this Consent to become effective as of the date this Consent is signed by the last of the Stockholders affixing his or her hand seal hereto or the date specified below whichever occurs the later.

Dated: June 30<sup>th</sup>, 2001

  
\_\_\_\_\_  
JOEL ASSERAFF, Director/President

Dated: June 30<sup>th</sup>, 2001

PRIMERA, N.V., a Netherlands Antilles corporation

  
By: \_\_\_\_\_  
Print Name: PAUL BENAZERA  
Print Title: Attorney-in-Fact

SUMMARY OF STOCK LEDGER

TOTAL SHARES AUTHORIZED: ONE THOUSAND (1,000) @ \$1.00 PAR VALUE

TOTAL SHARES ISSUED AND OUTSTANDING: ONE THOUSAND (1,000)

<u>Stockholders at date of Adoption of Plan</u>	<u>No. of votes &amp; No. of Shares</u>	<u>Certificate No.</u>
PRIMERA N.V.	ONE THOUSAND (1,000)	ONE
TOTAL SHARES:	ONE THOUSAND (1,000)	