

**P01000006801**

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0380

From:

Account Name : ISAAC MATZ P.A., C.P.A.  
Account Number : I20040000029  
Phone : (305) 573-6640  
Fax Number : (305) 675-6200

**DISSOLUTION**

**MARATHON OCEAN CORP.**

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

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TALLAHASSEE, FLORIDA

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FAX AUDIT NUMBER: H050001038093**ARTICLES OF DISSOLUTION**

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:

MARATHON OCEAN CORP.

SECOND: The document number of the corporation (if known): P01000006801

THIRD: The date dissolution was authorized: April 6 2005

Effective date of dissolution if applicable:

(no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 6 day of April, 2005

Signature: X

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Raquel G Ghirardi

(Typed or printed name of person signing)

Director

(Title of person signing)

Prepared By:  
Isaac Matz, P.A., C.P.A.  
2742 Biscayne Blvd.  
Miami, FL 33137  
Phone: (305) 573-6640  
Fax: (305) 573-6648

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ARTICLES OF DISSOLUTION

OF

MARATHON OCEAN CORP.

1. The name of this Corporation is MARATHON OCEAN CORP., which was duly Incorporated on January 18, 2001, in the State of Florida.
2. The name, title and post office address of each of the officers of the Corporation are as follows:  
  
Raquel G Ghirardi  
Director  
C/O 2742 Biscayne Blvd.  
Miami, FL 33137
3. All debts, obligations and liabilities of the Corporation have been paid or discharged.
4. All remaining property, cash and assets of the Corporation shall be distributed among its shareholders according to their respective rights and interests.
5. There are no actions pending against the Corporation.
6. 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".

Prepared By:  
Isaac Matz, P.A., C.P.A.  
2742 Biscayne Blvd.  
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IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Dissolution on the 6 day of April, 2005, in Miami-Dade County, Florida.

MARATHON OCEAN CORP.

By: 

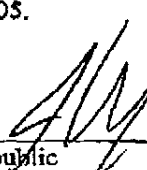
Raquel G. Ghirardi  
Director

STATE OF FLORIDA

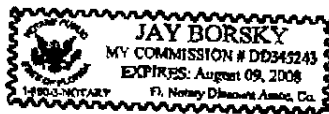
COUNTY OF MIAMI-DADE

Before me personally appeared Raquel G. Ghirardi, Director of MARATHON  
OCEAN CORP., who is personally known to me and /or who presented the following  
identification \_\_\_\_\_

and who executed the foregoing Articles of Dissolution, and acknowledged before me  
that she executed these Articles of Dissolution of MARATHON OCEAN CORP., on  
behalf of the corporation, this 6 day of April, 2005.

  
\_\_\_\_\_  
Notary public

My Commission Expires:



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Isaac Matz, P.A., C.P.A.  
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FAX AUDIT NUMBER: H050001038093**EXHIBIT "A"****SPECIAL JOINT ACTION BY UNANIMOUS  
WRITTEN CONSENT OF SHAREHOLDERS AND DIRECTORS OF  
MARATHON OCEAN CORP.**

The undersigned being all the stockholders and directors 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 shareholders and directors of the Corporation have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

WHEREAS, the shareholders and directors must 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 the 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 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

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any subsequent resolutions to effectuate the intent of the stockholders and directors to liquidate the Corporation in accordance with the plan of the liquidation adopted pursuant to Section 331 of the Internal Revenue Code of 1986.

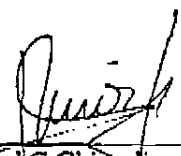
5. That this consent is signed in counterparts and that all counterparts together shall reflect the consent to the resolution.

IN WITNESS WHEREOF, I have signed this document this 6 day of April, 2005.

**The Directors**

  
\_\_\_\_\_  
Raquel G. Ghirardi  
Director

**The Sole Shareholder:**

  
\_\_\_\_\_  
Raquel G. Ghirardi  
Managing Director of Sold Shareholder  
El Paso Invest Limited, a B.V.I. Corporation

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