

# PO1000008373

Florida Department of State  
Division of Corporations  
Public Access System

## 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.**

(((H05000012510 3)))

**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 : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)634-3694  
Fax Number : (305)633-9696

RECEIVED  
05 JAN 18 AM 8:08  
DIVISION OF CORPORATIONS

FILED  
05 JAN 18 AM 10:20  
TALLAHASSEE, FLORIDA  
FLORIDA DEPARTMENT OF STATE

## DISSOLUTION

ALEXIS WORLDWIDE (USA), INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

R 1/18/05  
DISS

5

H05000012510

**ARTICLES OF DISSOLUTION  
OF  
ALEXIS WORLDWIDE (USA), INC.**

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the above/named Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

**ARTICLE ONE  
NAME**

The name of the Corporation is "ALEXIS WORLDWIDE (USA), INC."

**ARTICLE TWO  
OFFICERS**

The name and address of its sole officer is:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Joao Carlos Ribas Pereira	President, Vice President, Secretary and Treasurer	1001 Brickell Bay Drive, #2908 Miami, FL 33131

**ARTICLE THREE  
DIRECTORS**

The name and address of its sole director is:

<u>Name</u>	<u>Address</u>
Joao Carlos Ribas Pereira	1001 Brickell Bay Dr., #2908 Miami, Florida 33131

H05000012510

FILED  
05 JAN 18 AM 10:21  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE FOUR  
LIABILITIES**

All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.

**ARTICLE FIVE  
DISTRIBUTION OF ASSETS**

All remaining property and assets of the Corporation have been distributed among the shareholders in accordance with their respective rights and interests.

**ARTICLE SIX  
LEGAL ACTIONS**

There are no actions pending against the Corporation in any court.

**ARTICLE SEVEN  
ELECTION TO DISSOLVE**

A copy of the Corporate Consent of Shareholders to Dissolve, having been signed by all of the shareholders of the Corporation effective on the 31<sup>st</sup> day of December, 2004 is attached hereto.

**DATED** effective this 23<sup>rd</sup> day of December, 2004.

**ALEXIX WORLDWIDE (USA), INC.,**  
a Florida corporation

  
\_\_\_\_\_  
**JOAO CARLOS RIBAS PEREIRA,**  
Sole Officer and Director

H:\DOCS\Legal\Florida\2004\ALEXIX USA\Articles of Dissolution.doc

**JOINT WRITTEN CONSENT  
OF SOLE DIRECTOR AND SOLE SHAREHOLDER  
OF  
ALEXIS WORLDWIDE (USA), INC.**

The undersigned, constituting the Sole Director and the sole Shareholder of ALEXIS WORLDWIDE (USA), INC., a Florida corporation, (the "Corporation") do hereby consent, pursuant to the Florida General Corporation Act, to the adoption of the following preambles and resolutions in lieu of a special joint meeting of the Board of Directors and Shareholder of the Corporation:

**WHEREAS, ALEXIS WORLDWIDE LIMITED**, a British Virgin Islands company, is the owner of all One Hundred (100) shares of the common stock of the Corporation, which constitute all of the issued and outstanding shares of the Corporation.

**WHEREAS**, the Corporation desires to adopt a Plan of Liquidation.

**NOW, THEREFORE, BE IT RESOLVED**, that the Plan of Liquidation of the Corporation in the form attached hereto, is hereby approved, ratified and adopted, thereby permitting the liquidation of the Corporation in accordance with '331 of the Internal Revenue Code, as amended (the "Code"), and the dissolution of the Corporation pursuant to Florida Statutes '607.1402; and

**RESOLVED**, that the President and Secretary of the Corporation be, and they are hereby authorized, empowered and directed in the name and on behalf of the Corporation, to take such additional action and to execute and deliver such additional agreements, documents and instruments as they may deem necessary or appropriate to implement the provisions of the foregoing resolutions,

H05000012510

the authority for the taking of such action and the execution and delivery of such agreements, documents and instruments to be conclusively evidenced thereby.

**IN WITNESS WHEREOF**, the undersigned have executed this unanimous Joint Written Consent effective as of the 23rd day of December, 2004.

**ALEXIS WORLDWIDE (USA), INC.,**  
a Florida corporation

  
**JOAO CARLOS RIBAS PEREIRA,**  
Sole Officer and Director

Sole Stockholder:

**ALEXIS WORLDWIDE LIMITED,**  
a British Virgin Islands company entity,

By:   
**JOAO CARLOS RIBAS PEREIRA,**  
Sole Officer and Director

H:\DOCS\Clon\Perce-HUW\ALEXIS USA\Joint Written Consent re Disbursement.doc

H05000012510