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DISSOLUTION

DUFFLE, INC.

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**ARTICLES OF DISSOLUTION
OF
DUFFLE, INC.**

1. The name of this corporation is DUFFLE, INC.
2. DUFFLE, INC., elected to dissolve pursuant to the Unanimous Written Consent of its sole Shareholder and of its sole Director, which Written Consent was effective as of the 30th April, 2005. A copy of the Unanimous Written Consent is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 30th day of April, 2005.

DUFFLE, INC., a Florida corporation

By: [Signature]
Name: ANTHONY PERALLOS
Title: Director

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**UNANIMOUS WRITTEN CONSENT
OF THE
SOLE SHAREHOLDER AND DIRECTOR
OF
DUFFLE, INC.**

The undersigned, being the sole Shareholder and the sole Director of DUFFLE, INC., a Florida corporation (the "Corporation"), does hereby consent to the adoption and approval of the following resolutions:

Adoption of Florida Corporate Liquidation

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

WHEREAS, the Director finds that it is advisable to adopt a plan of complete liquidation in accordance with the requirements of Section 332 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder; and

WHEREAS, the Shareholder of this Corporation 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 officers of the Corporation are 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 officers 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 remaining unpaid liabilities.
3. If a reserve is established to meet claims against the Corporation, the officers shall arrange for the distribution of any unused balance of the reserve to the Shareholder as soon as practicable.

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4. The officers of the Corporation are authorized and directed to file, or to have tax counsel for the Corporation 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 officers of the Corporation are authorized and directed to file all other forms and documents required by the State of Florida, including Articles of Dissolution, and the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.

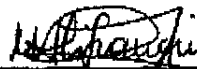
RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to take such additional action as they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolution.

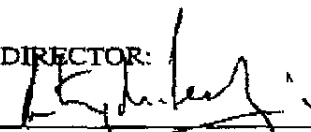
Other Actions by Officers and Director

RESOLVED, that any and all actions taken since the last meeting of the Shareholder and Director of this Corporation by the Director and officers of this Corporation be, and they hereby are, ratified, confirmed and approved in all respects.

Effective Date: April 30th, 2005

SOLE SHAREHOLDER:
FLORADO INVESTMENTS, INC.
a British Virgin Islands corporation

By: 
Name: MARILENA ALIFRANGIS
Title: DIRECTOR

SOLE DIRECTOR:

Anthony Peratias

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