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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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(Requestor's Name)

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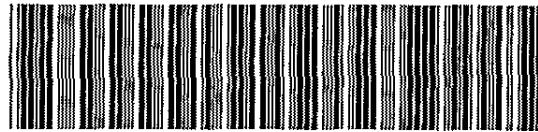
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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V SHEPARD JAN 15 2003

Telefonica

January 8, 2003

Florida Department of State
Division of Corporations
PO BOX 6327
Tallahassee, FL 32314

Dear Sir or Madam:

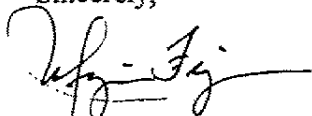
Enclosed please find the Articles of Dissolution, Written Consent and Plan of Complete Liquidation and Dissolution of Atento North America, Inc. to be filed in accordance with section 607.1402 and 607.1403 of the Florida Business Corporation Act. This dissolution will be effective on December 31, 2002.

We hereby include a Managers Check in the amount of \$35.00 to cover filing fees.

I am including a self address envelope so that you send me evidence or a document certifying that the articles of dissolution were filed, in order for us to have it in our files.

If you have any doubts regarding this matter please do not hesitate to contact the undersigned at (787) 273-5630 or fax any documents to (787) 749-5880. If you need to mail any documents, please send them to the following address: PO BOX 70325 San Juan, PR 00936-8325.

Sincerely,



Maria Dolores Pizarro-Figueroa, Esq
Corporate Legal Counsel

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ARTICLES OF DISSOLUTION

Pursuant to Section 607.1401, Florida Statutes, the undersigned, being all of the members of the Board of Directors of ATENTO NORTH AMERICA, Inc., a Florida Corporation, submit the following Articles of Dissolution to the Department of the State of the State of Florida (the "Department of State"):

- 1.- The name of the corporation is ATENTO NORTH AMERICA, Inc. (the "Corporation").
- 2.- The Corporation's Articles of Association were filed with the Department of State on November 19, 2001. The document number of this corporation is P01000109770.
- 3.- None of the Corporation's shares have been issued.
- 3.- There is no debt of the Corporation that remains outstanding and unpaid.
- 4.- The Board of Directors has approved and authorized the Corporation's dissolution.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Dissolution as of 7th day of January, 2003

THE BOARD OF DIRECTORS:



The President to the Board of Directors
Alberto Horcajo Aguirre



Secretary to the Board of Directors
Reyes Cerezo Rodríguez-Sedano

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF
ATENTO NORTH AMERICA Inc.**

The undersigned, being all of the members of the Board of Directors of ATENTO NORTH AMERICA, Inc. (the "Company"), a corporation duly organized and existing under the laws of the State of Florida, pursuant to the provisions of the Florida Business Corporation Act, do hereby consent that, when the undersigned have signed this written consent, or a counterpart hereof, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the Board of Directors of the Company, duly called and held for the purpose of acting upon proposals to adopt such resolutions. The undersigned do hereby waive all formal requirements, including the necessity of holding a formal meeting, and any requirement that notice of such meeting be given.

WHEREAS, the Board of Directors hereby recommends that the Corporation be dissolved; be it therefore:

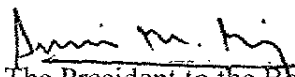
RESOLVED that the Corporation be, and it hereby is, dissolved.

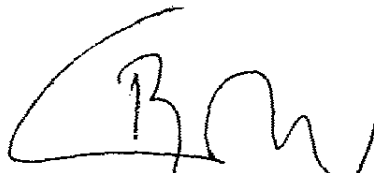
FURTHER RESOLVED that Mrs. Maria Dolores Pizarro be, and she hereby is, authorized, empowered and directed, acting singly and in the name and on behalf of the Corporation, to execute and deliver any and all other documents and instruments, and to perform any and all other acts which she may deem necessary or appropriate to implement the foregoing resolutions, the execution and delivery of any such documents or instruments, and the performance of any such acts to be conclusive evidence of the authority of such officer hereunder.

IN WITNESS HEREOF, the undersigned have executed this Consent as of the

7th day of January, 2003

THE BOARD OF DIRECTORS:


The President to the Board of Directors
Alberto Horcajo Aguirre


Secretary to the Board of Directors
Reyes Cerezo Rodríguez-Sedano