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CR2E031(7/97)

ARTICLES OF DISSOLUTION OF BISCAYNE & 18 PLAZA CORP.



- 1. The name of this corporation is BISCAYNE & 18 PLAZAD, CORP.
- 2. BISCAYNE & 18 PLAZA CORP. elected to dissolve pursuant to the Unanimous Written Consent of the Sole Shareholder and Board of Directors, which Written Consent was effective as of October <u>30</u>, 2009. A copy of such Written Consent is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this <u>6</u> day of November <u>of</u>, 2009.

BISCAYNE & 18 PLAZA CORP.

By:⁻

Carlos Ferreira de Melo, President

(Corporate Seal)

UNANIMOUS WRITTEN CONSENT OF THE SOLE SHAREHOLDER AND BOARD OF DIRECTORS OF BISCAYNE & 18 PLAZA CORP.

The undersigned, being the sole Shareholder and all of the members of the Board of Directors, respectively, of BISCAYNE & 18 PLAZA CORP., a Florida corporation (hereinafter the "Corporation"), do hereby consent to the adoption and approval of the following resolutions:

Adoption of Plan of Complete Liquidation and Dissolution

WHEREAS, the Board of Directors 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;

WHEREAS, the Board of Directors finds that it is advisable to adopt a plan of complete liquidation;

WHEREAS, the sole 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 Board of Directors of this Corporation, it is

RESOLVED, that the Corporation be completely liquidated 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 of the Corporation 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, if they deem such a reserve to be desirable, and distribute to the sole 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 of the Corporation shall arrange for the distribution of any unused balance of such reserve to the Shareholder as soon as practicable.
- 4. The officers of the Corporation are authorized and directed to file such other forms and documents required by the State of Florida,

including, but not limited to, Articles of Dissolution, as soon as possible after distribution of all of the Corporation's assets.

FURTHER RESOLVED, that the officers of the Corporation, be, and they hereby are, authorized and directed to execute and deliver whatever additional instruments and documents, and take whatever additional actions they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolution.

Other Actions

RESOLVED, that any other actions taken by the Board of Directors and officers of this Corporation since the execution of the last written consent of its Shareholder and Board of Directors be, and they hereby are, ratified, confirmed and approved.

By:

Effective Date: October ______, 2009.

SOLE SHAREHOLDER:

MELO DEVELOPMENT, INC.,

a Florida corporation

.../

Carlos Ferreira de Melo. President

BOARD OF DIRECTORS:

Carlos Ferreira de Melo, Director

Martin Ferreira de Melo, Director