

AUG 03 2004 12:10PM

Division of Corporations

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Florida Department of State  
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To:

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From:

Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.  
Account Number : 076624003440  
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DIVISION OF CORPORATIONS

DISSOLUTION

GRESCOTT HOLDINGS CORPORATION

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

SECRETARY OF STATE  
ATLANTA, GEORGIA

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ARTICLES OF DISSOLUTION  
OF  
GRESCOTT HOLDINGS CORPORATION

1. The name of this Corporation is GRESCOTT HOLDINGS CORPORATION, which was duly incorporated on 03/21/2002, in the State of Florida.
2. The name, title and post office address of each of the officers of the Corporation are as follows:

President, Alternate Secretary, Treasurer:  
SANCHEZ ARGUELLES, JOAQUIN  
1925 BRICKELL AVE UNIT D-708  
MIAMI FL 33129

Vice President, Secretary:  
DE SANCHEZ, BIENVENIDA M  
1925 BRICKELL AVE UNIT D-708  
MIAMI FL 33129

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

3. All debts, obligations and liabilities of this Corporation have been paid or discharged.
4. All the 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".

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 2<sup>th</sup> day of August 2004, in SANTO DOMINGO, DOMINICAN REPUBLIC.

Grescott Holdings Corporation

By: [Signature]  
Sanchez Arguelles, Joaquin  
President



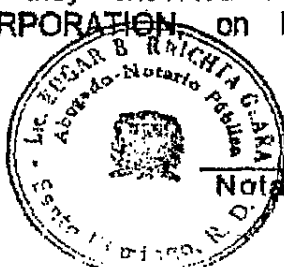
Grescott Holdings Corporation

Attested:

By: [Signature]  
De Sanchez, Bienvenida M.  
Secretary

STATE OF SANTO DOMINGO )  
COUNTY OF DOMINICAN REP )

Before me personally appeared Joaquin Sanchez Arguelles and Bienvenida de Sanchez, President and Secretary, respectively, of Grescott Holdings Corporation, who are personally known to me and/or who presented the following identification \_\_\_\_\_ and \_\_\_\_\_ and who executed the foregoing Articles of Dissolution, and acknowledged before me that they executed these Articles of Dissolution of GRESCOTT HOLDINGS CORPORATION on behalf of the corporation, this 2<sup>th</sup> day of August 2004.



Notary Public State of Dominican REP.

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**EXHIBIT "A"**

**SPECIAL JOINT ACTION BY UNANIMOUS  
WRITTEN CONSENT OF SHAREHOLDERS AND OFFICERS OF  
GRESMOTT HOLDINGS CORPORATION**

The undersigned being all the stockholders and officers 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 and hereby 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 their 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 that 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 any subsequent resolutions to effectuate the intent of the stockholders and directors to liquidate the Corporation in accordance with the plan of liquidation adopted pursuant to Section 331 of the Internal Revenue Code of 1986.

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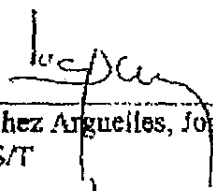
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5. That this consent is signed in counterparts and that all counterparts together shall reflect the consent to the resolution.

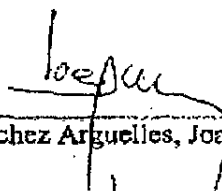
IN WITNESS WHEREOF, I have signed this document this 2nd day of August, 2004.

The Officers:

  
Sanchez Arguelles, Joaquin  
P/AS/T

  
De Sanchez, Bienvenida M.  
VP/S

The Shareholder:

  
Sanchez Arguelles, Joaquin

  
De Sanchez, Bienvenida M.

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CERTIFIED COPY OF PLAN OF LIQUIDATION

OF

GRESCOTT HOLDINGS CORPORATION

The undersigned, Directors and Officers of GRESCOTT HOLDINGS CORPORATION, hereby certify that this is a true copy of the plan of liquidation that was adopted by the corporation on August 2, 2004, as provided for under Florida law.

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

Signed this August 2, 2004, under penalty of perjury.

GRESCOTT HOLDINGS CORPORATION

By: 

Sanchez Arguelles, Joaquin  
President

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