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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Dissolution

LAW OFFICES  
**SERBER & ASSOCIATES, P.A.**

TURNBERRY PLAZA, SUITE 801  
2875 NORTHEAST 191<sup>ST</sup> STREET  
AVENTURA, FLORIDA 33180  
TELEPHONE (305) 932-6262  
TELECOPY (305) 933-9393

December 17, 2002

Department of State  
Attn: Amendment Section  
P.O. Box 1300  
Tallahassee, Florida 32302-1300

***Re: Aventura Lakes Investments, Inc.  
Our File #132-54***

Dear Sir/Madam:

With regards to the above referenced matter, enclosed please find the original Articles of Dissolution of Aventura Lakes Investments, Inc. for filing. Enclosed as well is Serber & Associates, P.A. Check in the amount of \$52.50 representing the filing fee for the Articles of Dissolution along with the fee for a certified copy and a certificate of status. Please return the certified copy and the certificate of status upon filing. If you have any questions or comments, please do not hesitate to contact the undersigned.

Thank you for your cooperation.

Very truly yours,



Matthew B. Wealcatch

Encl.  
tck: 12/24/02  
DJS/df/k/7793

**ARTICLES OF DISSOLUTION  
OF  
AVENTURA LAKES INVESTMENTS, INC.**

The undersigned, President and Secretary of AVENTURA LAKES INVESTMENTS, INC., a Florida Corporation, do hereby certify the following in connection with the dissolution of the Corporation:

1. The name of the Corporation is AVENTURA LAKES INVESTMENTS, INC.

2. The names and addresses of the Officers of the Corporation are as follows:

<u>Name and Address</u>	<u>Office(s) Held</u>
Gustavo Miculitzki Turnberry Plaza, Suite 801 2875 N.E. 191 <sup>st</sup> Street Aventura, FL 33180	President, Secretary, Treasurer

3. The names and addresses of the Directors of the Corporation are as follows:

<u>Name and Address</u>
Gustavo Miculitzki Turnberry Plaza, Suite 801 2875 N.E. 191 <sup>st</sup> Street Aventura, FL 33180

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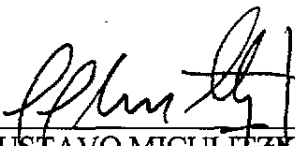
4. That all debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision made for their payment and/or discharge.

5. That all the remaining assets of the Corporation have been distributed among its Shareholders in accordance with their respective interests in the Corporation.

6. That there are no actions pending against the Corporation in any court.

7. That a copy of the Written Consent of Directors and Shareholders pursuant to Chapter 607, Florida Statutes, is attached hereto.

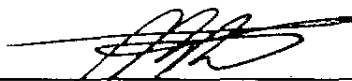
DATED this 17<sup>th</sup> day of December, 2002.

  
\_\_\_\_\_  
GUSTAVO MICULITZKI, (SEAL)  
President, Secretary, Treasurer, Director

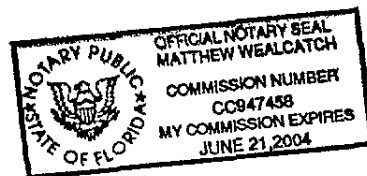
STATE OF FLORIDA   )  
                          )ss:  
COUNTY OF DADE    )

**BE IT REMEMBERED** that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared GUSTAVO MICULITZKI, to me known to be the President, Secretary, Treasurer, and Director respectively, and he acknowledged and swore before me that they executed said Articles of Dissolution.

**WITNESS** my hand and official seal at Miami-Dade, Florida, said County and State, this 17<sup>th</sup> day of December, 2002.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
at Large

My commission expires:



**WRITTEN CONSENT OF THE DIRECTORS AND SHAREHOLDERS  
OF AVENTURA LAKES INVESTMENTS, INC.  
TO DISSOLVE AND LIQUIDATE**

The undersigned, being all the Directors and all Shareholders of AVENTURA LAKES INVESTMENTS, INC., a Florida Corporation (the "Corporation"), by their signatures hereto pursuant to Section 607.134 and 607.394 of the Florida General Corporation Act, hereby adopt this Written Consent in lieu of a formal meeting, waive all notice of the time, place and objects of a meeting, and consent to, approve and adopt the following corporate acts:

**BE IT RESOLVED**, by all the Stockholders and Directors of the Corporation, that it is in the best interests of the Corporation to fully liquidate and dissolve; and be it

**FURTHER RESOLVED**, that after paying or adequately providing for all of its known debts and liabilities, plus all sums due and paid hereafter pursuant to the Corporation's accounts receivables shall be set aside as a reserve fund for the payment of estimated expenses, taxes, unascertained or contingent liabilities, and expenses and costs of winding up, distribution and dissolution; and be it


**FURTHER RESOLVED**, that, at such time as all liabilities of the Corporation have been paid or adequately provided for and when there shall be no further need for the aforesaid reserve fund, the balance in said reserve fund, if any, shall be distributed to each of the Shareholders in accordance with their respective shareholdings; and be it

**FURTHER RESOLVED**, that distribution of the aforesaid assets pursuant to the plan herein provided in this consent is subject to the following conditions:

1. That each Shareholder properly endorse and surrender the certificate or certificates evidencing that Shareholder's ownership of shares of the capital stock of this Corporation.
2. That such distribution shall be in complete satisfaction of the rights of each Shareholder of this Corporation upon distribution and liquidation of assets.

**FURTHER RESOLVED**, the President and Secretary of this Corporation are authorized, empowered and directed to execute and deliver in the name of and on behalf of the Corporation, all deeds, bills of sale, assignments, and other instruments of transfer as may be deemed necessary or proper, and that in general the Officers and Directors of this Corporation are hereby empowered, authorized, and directed to do any and all acts and things necessary to carry out, perform, implement, and consummate said plan of distribution and to wind up all corporate affairs and dissolve this Corporation.

EXECUTED this 17<sup>th</sup> day of December, 2002.

  
\_\_\_\_\_  
GUSTAVO MICULITZKI, Sole Director  
and Shareholder

MBW/w/1336