

*P02000041994*

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Division of Corporations  
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DISSOLUTION OR WITHDRAWAL

LA PERLA 2706 CORP.

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**ARTICLES OF DISSOLUTION**

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:  
LA PERLA 2706 CORP.

SECOND: The document number of the corporation (if known): P02000041994

THIRD: The date dissolution was authorized: 03-29-07  
Effective date of dissolution if applicable: \_\_\_\_\_  
(no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

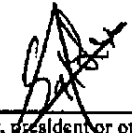
Dissolution was approved by of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

\_\_\_\_\_  
(voting group)

Signed this 29 day of March, 2007

Signature:   
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - If in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

SALVADOR LANIADO  
(Typed or printed name of person signing)

DIRECTOR  
(Title of person signing)

Prepared By:  
Isaac Matz, P.A., C.P.A.  
2742 Biscayne Blvd.  
Miami, FL 33137  
Phone: (305) 573-6640  
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FAX AUDIT NUMBER: 4070001005803

FAX AUDIT NUMBER: 1070001005803

PLAN OF LIQUIDATION

OF

LA PERLA 2706 CORP.

The undersigned, Director, of LA PERLA 2706 CORP. hereby certifies that this a true copy of the plan of liquidation that was adopted by the corporation on March 29, 2007, 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 stockholder(s) and director(s) 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 officer(s), proceed to liquidate the assets of the Corporation and distribute such assets, except those retained to meet certain liabilities to the stockholder(s), as an incident to the plan of complete liquidation adopted by stockholder(s) and director(s) 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 officer(s) of the Corporation are hereby authorized to execute any and all documents necessary to effectuate such dissolution.
4. That the officer(s) and director(s) be and they are hereby empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the stockholder(s) and director(s), said officer(s) and director(s) being authorized to adopt any subsequent resolutions to effectuate the intent of the stockholder(s) and director(s) 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 29 day of March, 2007, under penalty of perjury.

  
 \_\_\_\_\_  
 Salvador Laniado  
 Director

Prepared By:  
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<b>Form 966</b> (Rev. December 2005) Department of the Treasury Internal Revenue Service		<b>Corporate Dissolution or Liquidation</b> (Required under section 6043(a) of the Internal Revenue Code)		OMB No. 1545-0041	
Please type or print	Name of corporation <b>LA PERLA 2708 CORP</b>			Employer identification number <b>201055033</b>	
	Number, street, and room or suite no. (if a P.O. box number, see instructions.) <b>501 GOLDEN ISLES DRIVE STE 206-B</b>			Check type of return <input checked="" type="checkbox"/> 1120 <input type="checkbox"/> 1120-L <input type="checkbox"/> 1120-IC-DISC <input type="checkbox"/> 1120S <input type="checkbox"/> Other ▶	
	City or town, state, and ZIP code <b>HALLANDALE FL 33009</b>				
1	Date incorporated <b>04-18-02</b>	2	Place incorporated <b>FL</b>	3	Type of liquidation <input checked="" type="checkbox"/> Complete <input type="checkbox"/> Partial
4	Date resolution or plan of complete or partial liquidation was adopted <b>03-29-07</b>				
5	Service Center where corporation filed its immediately preceding tax return <b>N/A</b>	6	Last month, day, and year of immediately preceding tax year <b>N/A</b>	7a	Last month, day, and year of final tax year <b>03-31-07</b>
7b	Was corporation's final tax return filed as part of a consolidated income tax return? If "Yes," complete 7c, 7d, and 7e. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
7c	Name of common parent			7d	Employer identification number of common parent
7e	Service Center where consolidated return was filed				
8	Total number of shares outstanding at time of adoption of plan of liquidation			Common	Preferred
				<b>1000</b>	
9	Date(s) of any amendments to plan of dissolution				
10	Section of the Code under which the corporation is to be dissolved or liquidated				<b>331</b>
11	If this form concerns an amendment or supplement to a resolution or plan, enter the date the previous Form 966 was filed.				
Attach a certified copy of the resolution or plan and all amendments or supplements not previously filed.					
Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete.					
Signature of officer 			Title <b>DIRECTOR</b>		Date <b>3/29/07</b>

**Instructions**

Section references are to the Internal Revenue Code unless otherwise noted.

**Who Must File**

A corporation (or a farmer's cooperative) must file Form 966 if it adopts a resolution or plan to dissolve the corporation or liquidate any of its stock.

Exempt organizations and qualified subchapter S subsidiaries should not file Form 966. Exempt organizations should see the instructions for Form 990, Return of Organization Exempt from Income Tax or Form 990-PF, Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation. Subchapter S subsidiaries should see Form 8869, Qualified Subchapter S Subsidiary Election.

**Caution:** Do not file Form 966 for a deemed liquidation (such as a section 338 election or an election to be treated as a disregarded entity under Regulations section 301.7701-3).

**When To File**

File Form 966 within 30 days after the resolution or plan is adopted to dissolve the corporation or liquidate any of its stock. If the resolution or plan is amended or supplemented after Form 966 is filed, file another Form 966 within 30 days after the amendment or supplement is adopted. The additional form will be sufficient if the date the earlier form was filed is entered on line 11 and a certified copy of the amendment or supplement

attached. Include all information required by Form 966 that was not given in the earlier form.

**Where To File**

File Form 966 with the Internal Revenue Service Center at the address where the corporation (or cooperative) files its income tax return.

**Distribution of Property**

A corporation must recognize gain or loss on the distribution of its assets in the complete liquidation of its stock. For purposes of determining gain or loss, the distributed assets are valued at fair market value. Exceptions to this rule apply to a liquidation of a subsidiary and to a distribution that is made according to a plan of reorganization.

**Address**

Include the suite, room, or other unit number after the street address. If mail is not delivered to the street address and the corporation has a P.O. box, enter the box number instead of the street address.

**Line 10**

Identify the code section under which the corporation is to be dissolved or liquidated. For example, enter "section 331" for a complete or partial liquidation of a corporation or enter "section 332" for a complete liquidation of a subsidiary corporation that meets the requirements of section 332(b).