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Special Instructions to Filing Officer

12/9/15
Lloyd A. Berg
Auth. the Adoption
&
Effective
Date

Office Use Only



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11/23/15--01028--017 **52.50

FILED
2015 DEC -9 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12/31/15

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 25, 2015

LLOYD A. BERG
CARIBELHOLDING INC.
806 S. DOUGLAS ROAD - STE. 580
CORAL GABLES, FL 33134

SUBJECT: CARIBE HOLDING, INC.
Ref. Number: P02000134856

We have received your document for CARIBE HOLDING, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 715A00024876

ARTICLES OF DISSOLUTION

EFFECTIVE DATE

12/31/15

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:
CaribeHolding, Inc.

SECOND: The document number of the corporation (if known): P02000134856

THIRD: The date dissolution was authorized: November 1, 2015

Effective date of dissolution if applicable: December 31, 2015

(no more than 90 days after dissolution file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 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)

Signature:

Lloyd A. Berg

(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)

Lloyd A. Berg

(Typed or printed name of person signing)

President

(Title of person signing)

FILED
2015 DEC -9 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CONSENT RESOLUTIONS OF THE
SHAREHOLDERS**

CARIBE HOLDING, INC.

ADOPTED EFFECTIVE AS OF DECEMBER 31, 2015

The undersigned, being the all of the shareholders of CARIBE HOLDING, INC., a Florida corporation (the "**Company**"), consent to the following corporate actions without a meeting of the Company's shareholders pursuant to Section 607.0704 of the Florida Business Corporation Act (the "**Act**") and the Company's Articles of Incorporation.

The shareholders of the Company have determined that it is in the best interests of the Company and its shareholders to dissolve and completely liquidate the Company. The dissolution and complete liquidation will be governed by and effected as described in the Plan of Dissolution and Complete Liquidation (the "**Plan**") in the form attached to these resolutions as **Exhibit A**, which the directors and sole shareholder have reviewed.

DISSOLUTION OF THE COMPANY

RESOLVED, that the shareholders of the Company approve and authorize the Plan and the dissolution of the Company as set forth in the Plan;

FURTHER RESOLVED, that the shareholders waive notice and holding of a meeting for the purpose of a vote on the dissolution of the Company and approves the Plan and the dissolution of the Company as set forth in the Plan by this written consent;

FURTHER RESOLVED, that the Company shall be dissolved as set forth in the Plan; and

FURTHER RESOLVED, that the Company's officers are authorized to take all actions that they deem necessary or desirable to accomplish the foregoing resolutions.

PLAN OF DISSOLUTION

RESOLVED, that the Plan is formulated and adopted in accordance with the following resolutions;

FURTHER RESOLVED, that the Company shall cease to do business except as may be proper or convenient for the purpose of winding up the Company's affairs;

FURTHER RESOLVED, that the Company's directors and officers are authorized to wind up the Company's affairs, including (i) collecting the Company's assets; (ii) selling or otherwise transferring assets which are not to be distributed in kind to the shareholders; (iii) paying

the Company's debts and liabilities; and (iv) doing all other acts incident to liquidation of the Company's business and affairs;

FURTHER RESOLVED, that (i) before making a distribution of assets to the shareholders in dissolution, the Company shall pay its federal and state taxes and pay or make provision for its debts, obligations and liabilities including, to the extent that a reasonable estimate is possible, provision shall be made for those debts, obligations and liabilities, if any, anticipated to arise after the effective date of dissolution; and (ii) after payment or adequate provision has been made for the Company's debts, obligations or liabilities, if any, the remaining assets shall be promptly distributed, assigned and transferred to the sole shareholder in accordance with the Plan;

FURTHER RESOLVED, that the Company's officers shall execute and deliver all bills of sale, assignments and documents of conveyance necessary to effect the conveyance of any remaining assets to the shareholders;

FURTHER RESOLVED, that the Company's officers are authorized on behalf of the Company to file Articles of Dissolution and, in their discretion, a Tax Clearance Request for Corporation Dissolution or Withdrawal with the State of Florida, and also to execute and file any other documents or forms as required by law;

FURTHER RESOLVED, that, upon filing of Articles of Dissolution, all outstanding shares of common stock of the Company shall be deemed canceled and any stock certificates received from the Company's shareholders in exchange for the assets distributed to the Company's shareholders in liquidation, shall be marked "canceled" and retained with the Company's corporate records;

FURTHER RESOLVED, that the actions provided for in the above resolutions regarding the Company's dissolution and complete liquidation and distribution of the Company's assets shall be commenced immediately and completed as soon as reasonably practicable;

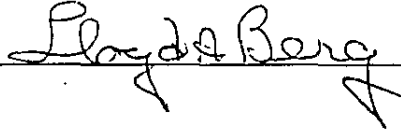
FURTHER RESOLVED, that the Company's officers are authorized to pay all required fees and to do or cause to be done any acts and things as they may deem necessary or desirable in order to carry out the Company's dissolution and complete liquidation and to further carry out the intent and purpose of the above resolutions; and

FURTHER RESOLVED, that all actions already taken on behalf of the Company in connection with the Company's dissolution and complete liquidation are fully authorized, ratified and approved.

* * * * *

The shareholders of the Company have signed these consent resolutions as of the date first set forth above.

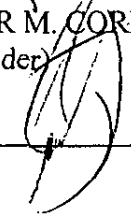
LLOYD A. BERG (1/3 Shareholder)



OSCAR OBANDO (1/3 Shareholder)



HECTOR M. CORRALES (1/3
Shareholder)



**EXHIBIT "A" TO
CONSENT RESOLUTIONS OF THE
SHAREHOLDERS**

CARIBE HOLDING, INC.

ADOPTED EFFECTIVE AS OF DECEMBER 31, 2015

**PLAN OF DISSOLUTION AND
COMPLETE LIQUIDATION**

CARIBE HOLDING, INC.

THIS PLAN OF DISSOLUTION AND COMPLETE LIQUIDATION is adopted by CARIBE HOLDING, INC., a Florida corporation (the "**Company**"), effective as of December 31, 2015 (the "**Effective Date**").

The Company wishes to approve, authorize and consent to a voluntary dissolution of the Company in compliance with the applicable laws of the State of Florida.

Accordingly, the parties agree as follows:

1. **Plan of Dissolution.** This Plan of Dissolution and Complete Liquidation (this "**Plan**") is for the purpose of effecting the dissolution and complete liquidation of the Company.
2. **Voluntary Dissolution/Consent of Shareholders.** The shareholders of the Company approve, authorize and consent to the voluntary dissolution of the Company, with such dissolution to be effective upon the filing of Articles of Dissolution with the Department of State of the State of Florida. The shareholders authorize the directors and officers of the Company to file with the Department of State of the State of Florida Articles of Dissolution in accordance with Section 607.1403 of the Florida Statutes, and to execute and file any other documents or forms as required by law.
3. **Cessation of Business.** The Company has ceased all business activity and is winding up its affairs.
4. **Transfer of Assets.** The Company has discharged all of its debts, obligations, and liabilities and is distributing the Company's remaining assets to its three (3) shareholders pro rata, 1/3 each, among which is a five percent (5%) membership interest in Bounty Group Holding LLC, a Florida limited liability company ("**5% Membership Interest**"). The distribution of the Company's assets, including the 5% Membership Interest, to be distributed pro rata 1.666% to each shareholder, shall be in full and complete liquidation of the Company and in exchange for and cancellation of the shareholders' shares of stock in the Company. The Company accepts the receipt for cancellation of the shareholders' shares of stock in the Company as full and complete consideration and payment in full of the 5% Membership Interest.

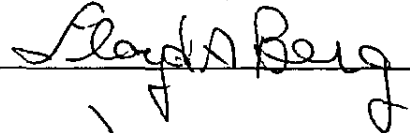
5. **No Personal Liability.** The shareholders in no way or manner assume any of the debts, obligations, or liabilities of the Company and shall not be responsible for any such debts, obligations or liabilities of the Company.

6. **Authorization for Necessary Acts.** The shareholder authorizes and directs the directors and officers of the Company to carry out and consummate this Plan, and shall have the power to adopt all resolutions, execute all documents, file all papers and take any and all actions they deem appropriate for the purpose of effecting the dissolution of the Company and the complete liquidation of its business and assets.

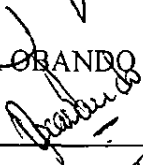
7. **Continuing Indemnity.** The Company shall continue to indemnify its officers, directors, employees, agents and representatives in accordance with its articles of incorporation and bylaws and any contractual arrangements, for the actions taken in connection with this Plan and the winding up of the affairs of the Company, as well as for actions taken prior to the dissolution and liquidation of the Company.

This Plan has been executed as of the date first written above.

LLOYD A. BERG (1/3 Shareholder)



OSCAR ORANDO (1/3 Shareholder)



HECTOR M. CORRALES (1/3 Shareholder)

