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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Farmacia Las Americas, Inc.

**DOCUMENT NUMBER:** \_\_\_\_\_

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Aliette D. Rodz, Esq.

(Name of Contact Person)

Shutts & Bowen LLP

(Firm/Company)

1500 Miami Center, 201 South Biscayne Boulevard

(Address)

Miami, Florida 33131

(City/State and Zip Code)

For further information concerning this matter, please call:

Aliette D. Rodz, Esq.

(Name of Contact Person)

at ( 305 ) 347-7342

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$35 Filing Fee    ☐ \$43.75 Filing Fee & Certificate of Status    ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)    ☒ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**ARTICLES OF DISSOLUTION  
OF  
FARMACIA LAS AMERICAS INC.**

1. The name of this corporation is FARMACIA LAS AMERICAS INC.
2. FARMACIA LAS AMERICAS INC. elected to dissolve pursuant a Joint Settlement Stipulation approved and executed by all of its Shareholders and all of its Directors, dated August 2, 2007 (the "Stipulation"). A copy of the Stipulation is attached hereto.
3. On November 4, 2008, the Circuit Court of the 11<sup>th</sup> Judicial Circuit, in and for Miami-Dade County, Florida ordered that FARMACIA LAS AMERICAS INC. be judicially dissolved as of the same date. A copy of the Order is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 24 day of November, 2008.

FARMACIA LAS AMERICAS INC. a  
Florida corporation


By:   
JORGELINA O'REILLY, President  
and Director

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TALLAHASSEE, FLORIDA

### CERTIFICATE OF SECRETARY

I HEREBY CERTIFY that I am a duly elected and acting Secretary of FARMACIA LAS AMERICAS INC.; that Exhibit "A" attached hereto is a true, correct and complete copy of the Written Action of Shareholder and Director of FARMACIA LAS AMERICAS INC. dated November 24, 2008, prepared further to the Court Order of Judicial Dissolution attached hereto as Exhibit "B" and that such Court Order has not been modified and remains in full force and effect.

WITNESS my hand and on this 24 day of November, 2008.

  
\_\_\_\_\_  
JORGELINA O'REILLY

**EXHIBIT "A"**

**FARMACIA LAS AMERICAS INC.**

**Plan of Complete Liquidation and Dissolution**

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

1. Any and all officers of the Corporation shall 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 in accordance with Florida Statutes, Section 607.1406(10).

2. As soon as practicable, the officers of the Corporation shall: (i) wind up the affairs of the Corporation; (ii) pay or provide for the payment of the Corporation's liabilities; (iii) 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 (iv) distribute to the Shareholders in cancellation of their shares, any remaining assets of the Corporation subject to any remaining unpaid liabilities in accordance with the Stipulation.

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 in accordance with the Stipulation.

4. The officers of the Corporation should file, or have the authorized representatives of the Corporation file Form 966, Corporate Dissolution or Liquidation, with the Internal Revenue Service together with a certified copy of this Written Action, within thirty (30) days after the date hereof.

5. The officers of the Corporation shall file such other forms and documents required by the State of Florida, including, but not limited to, Articles of Dissolution, and by the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets in accordance with the Stipulation.

FURTHER RESOLVED, that the officers of the Corporation shall execute whatever instruments and documents, and take whatever additional actions they deem necessary or appropriate to carry out the intent and accomplish the purposes of this Written Action, the Stipulation, and the Court Order.

**Other Actions**

RESOLVED, that any other actions taken by the undersigned Director and officer of the Corporation since the execution of the last written consent of its Shareholder and Board of \_\_\_\_\_ be, and they hereby are, ratified, confirmed and approved.

Effective Date: November 24, 2008.

**WRITTEN ACTION OF  
SHAREHOLDER AND DIRECTOR  
OF FARMACIA LAS AMERICAS INC.  
PURSUANT TO COURT ORDERED  
JUDICIAL DISSOLUTION**

The undersigned, being a Shareholder and a Director of FARMACIA LAS AMERICAS INC., a Florida corporation (hereinafter the "Corporation"), does hereby consent to the adoption and approval of the following resolutions:

Adoption of Plan of Complete Liquidation and Compliance  
with Court Ordered Judicial Dissolution

WHEREAS, all of the Directors of the Corporation have deemed it advisable and in the best interests of the Corporation and in the best interests of all of its Shareholders that the Corporation be completely liquidated and dissolved pursuant to a Joint Settlement Stipulation entered into by all of the Shareholders and all of the Directors of the Corporation on August 2, 2007 (the "Stipulation"); and

WHEREAS, on November 4, 2008, the Circuit Court of the 11<sup>th</sup> Judicial Circuit in and for Miami-Dade County, Florida ordered that the Corporation be judicially dissolved as of the same date (the "Court Order"); and

WHEREAS, the undersigned Shareholder and Director of the Corporation finds that it is advisable to adopt a Plan of Complete Liquidation in accordance with the requirements of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the undersigned Shareholder and Director of the Corporation deems it advisable and necessary in accordance with the requirements of Florida Statutes, Sections 607.1405 and 607.1406 that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation.

NOW, THEREFORE, IT IS RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

1. Any and all officers of the Corporation shall 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 in accordance with Florida Statutes, Section 607.1406(10).
2. As soon as practicable, the officers of the Corporation shall: (i) wind up the affairs of the Corporation; (ii) pay or provide for the payment of the Corporation's liabilities; (iii) 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 (iv) distribute to the Shareholders in cancellation of their shares, any remaining assets of the Corporation subject to any remaining unpaid liabilities and subject to and in accordance with the Stipulation.

cancellation of their shares, any remaining assets of the Corporation subject to any remaining unpaid liabilities and subject to and in accordance with the Stipulation.

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 Shareholders as soon as practicable and subject to and in accordance with the Stipulation.

4. The officers of the Corporation should file, or have the authorized representatives of the Corporation file Form 966, Corporate Dissolution or Liquidation, with the Internal Revenue Service together with a certified copy of this Written Action, within thirty (30) days after the date hereof.

5. The officers of the Corporation shall file such other forms and documents required by the State of Florida, including, but not limited to, Articles of Dissolution, and by the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets in accordance with the Stipulation.

FURTHER RESOLVED, that the officers of the Corporation shall execute whatever instruments and documents, and take whatever additional actions they deem necessary or appropriate to carry out the intent and accomplish the purposes of this Written Action, the Stipulation, and the Court Order.

#### Other Actions

RESOLVED, that any other actions taken by the undersigned Director and officer of the Corporation since the execution of the last Written Consent of the undersigned Shareholder and Director be, and they hereby are, ratified, confirmed and approved.

Effective Date: November 24, 2008.

**SHAREHOLDER and DIRECTOR:**

  
\_\_\_\_\_  
JORGE LINA OREILLY


## ASSIGNMENT AND STOCK POWER


FOR VALUE RECEIVED, the undersigned, hereby grants, assigns, transfers and conveys unto FARMACIA LAS AMERICAS INC., a Florida corporation (the "Corporation"), all of the shares of the issued and outstanding Common Stock of the Corporation, standing in her name on the books of said Corporation in accordance with the Plan of Liquidation adopted by the Corporation.

Dated as of Nov. 24, 2008

  
JORGELINA O'REILLY

Witnesses:

  
Print Name: Adriana Zanaty

  
Print Name: Rosic Perez.