

01/04/2006 13:41 FAX 3059339393

SERBER ASSOC

Division of Corporations

Page 001 of 1

PO3000087940

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000295152 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 205-0380

From: Account Name : SERBER & ASSOCIATES, P.A.  
Account Number : I20000000083  
Phone : (305) 932-6262  
Fax Number : (305) 933-9393

FAXED

RECEIVED

06 JAN -4 AM 8:00

DIVISION OF CORPORATIONS

DISSOLUTION

SUNFACE CORPORATION

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$52.50

06 JAN -4 PM 2:40

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Help

1/4/06 12/30/2005

01/04/2006 13:41 FAX 3059339393

SERBER ASSOC

0002

850-205-0381

12/30/2005 2:24 PAGE 001/001

Florida Dept of State



December 30, 2005

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SUNFACE CORPORATION  
5805 BLUE LAGOON DR  
300  
MIAMI, FL 33126US

SUBJECT: SUNFACE CORPORATION  
REF: P03000087940

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please include the exhibit(s) referred to in your document.

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) 245-6957.

Pamela Smith  
Document Specialist

FAX And. #: H05000295152  
Letter Number: 505A00074206

H050002951523 @003

ARTICLES OF DISSOLUTION  
OF  
SUNFACE CORPORATION.

The undersigned, President and Secretary of SUNFACE CORPORATION, a Florida Corporation, do hereby certify the following in connection with the dissolution of the Corporation:

1. The name of the Corporation is SUNFACE CORPORATION.
2. The names and addresses of the Officers of the Corporation are as follows:

Name and Address

Office(s) Held

Vilma V. Demaria  
5805 Blue Lagoon Drive  
Suite 300  
Miami, Florida 33126

President, Secretary, Treasurer

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 JAN -4 PM 2:40

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

Name and Address

Vilma V. Demaria  
5805 Blue Lagoon Drive  
Suite 300  
Miami, Florida 33126

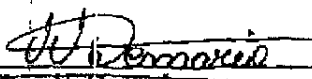
4. That all debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision made for their payment and/or discharge.

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 22 day of December, 2005

  
Vilma V. Demaria (SEAL)  
President, Secretary, Treasurer, Director  
Demarie Vilma V.

H050002951523

H050002951523 1004

U.S. EMBASSY

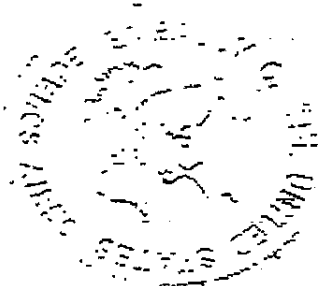
COUNTRY OF

REPUBLIC OF ARGENTINA)  
CITY OF BUENOS AIRES)  
EMBASSY OF THE UNITED STATES OF AMERICA)

B S

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 Vilma V. Demaria, ~~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 City of Buenos Aires, said County and State, this 22 day of December, 2005.



NOTARY PUBLIC, County of

Print Name:

My Commission Expires:

DAVID J. BOUNAH

Consular Associate

David J. Bounah  
Vice Consul

H050002951523

H05002951523

**WRITTEN CONSENT OF THE DIRECTORS AND SHAREHOLDERS  
OF SUNFACE CORPORATION.  
TO DISSOLVE AND LIQUIDATE**

The undersigned, being all the Directors and all Shareholders of SUNFACE CORPORATION, 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 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

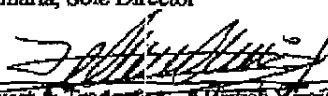
**FURTHER RESOLVED**, that, distribution of the aforesaid assets pursuant to the plan herein provided in this consent is subject to the following conditions:

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 22-day of December, 2005.

  
Vilma V. Demaria, Sole Director

  
Sea-View Invest & Trade, S.A., a British Virgin Island Company  
Sole Shareholder  
By: Ruben J. De Andres, as Authorized Signature

H05002951523

HD5000951523

**CERTIFIED COPY OF RESOLUTION OF BOARD OF DIRECTORS  
OF SUNFACE CORPORATION.**

I, VILMA V. DEMARIA, as President of SUNFACE CORPORATION, a Florida Corporation, a company duly organized and existing under and by virtue of the laws of the State of Florida (the "Corporation"), do hereby certify that a meeting of the Board of Directors of said Corporation was duly called and held at the offices of said Corporation on the 22 day of December, 2005, at which meeting a quorum was present and voted:

**WHEREAS**, it is in the best interest of the Corporation to adopt the Plan of Liquidation

The following Resolution was adopted as follows:

**NOW, THEREFORE**, be it resolved that the Corporation shall adopt the Plan of Liquidation and Vilma V. Demaria as President of this Corporation, be and she is hereby authorized and instructed, to do whatever may be necessary and appropriate to adopt said Plan of Liquidation and that said officer be and is authorized and directed to execute in the name and on behalf of this Corporation such documents as may be necessary or proper to carry into effect this Resolution.

I further certify that the meeting of the Board of Directors at which the foregoing Resolution was adopted was regularly called and held in accordance with the Charter and By-Laws of said Corporation and that said Resolution has not been modified, rescinded or countermanded as of the date hereof.

**DATED** at Miami, Dade County, Florida, this 22 day of December, 2005.

SUNFACE CORPORATION,  
a Florida Corporation

CORPORATE SEAL

By:

  
Vilma V. Demaria, as President

HD5000951523