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DISSOLUTION OR WITHDRAWAL

ARCHSTONE HOMES CORP.

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H06000292161 3

**ARTICLES OF DISSOLUTION  
OF  
ARCHSTONE HOMES CORP.**

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the above-named Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

**ARTICLE ONE  
NAME**

The name of the Corporation is "ARCHSTONE HOMES CORP."

**ARTICLE TWO  
OFFICERS**

The names and addresses of its officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
FEDERICO SALAZAR	President, Secretary and Treasurer	1001 Brickell Bay Dr., #3112 Miami, Florida 33131

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H06000292161 3

**ARTICLE THREE  
DIRECTORS**

The names and addresses of directors are:

**Name**

**Address**

**FEDERICO SALAZAR**

**1001 Brickell Bay Dr., #3112  
Miami, Florida 33131**

**ARTICLE FOUR  
LIABILITIES**

All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.

**ARTICLE FIVE  
DISTRIBUTION OF ASSETS**

All remaining property and assets of the Corporation have been distributed among the shareholders in accordance with their respective rights and interests.

**ARTICLE SIX  
LEGAL ACTIONS**

There are no actions pending against the Corporation in any court.

**ARTICLE SEVEN  
ELECTION TO DISSOLVE**

A copy of the Corporate Consent of Shareholders to Dissolve, having been signed by all of the shareholders of the Corporation effective on the 1<sup>st</sup> day of December, 2006 is attached hereto.

**DATED** effective this 8 day of December, 2006.

H06000292161 3

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**ARCHSTONE HOMES CORP.,**  
a Florida corporation

  
\_\_\_\_\_  
**FEDERICO SALAZAR, Sales Director**

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**H06000292161 3**

**JOINT WRITTEN CONSENT  
OF BOARD OF DIRECTORS AND SOLE SHAREHOLDER  
OF  
ARCHSTONE HOMES CORP.**

The undersigned, constituting the sole Director and the sole Shareholder of **ARCHSTONE HOMES CORP.**, a Florida corporation, (the "Corporation") do hereby consent, pursuant to the Florida General Corporation Act, to the adoption of the following preambles and resolutions in lieu of a special joint meeting of the Board of Directors and Shareholder of the Corporation:

**WHEREAS, PANAMA LAND COMPANY**, a Panama corporation, is the owner of 100 shares of the common stock of the Corporation, which constitute all of the issued and outstanding shares of the Corporation.

**WHEREAS**, the Corporation desires to adopt a Plan of Liquidation.

**NOW, THEREFORE, BE IT RESOLVED**, that the Plan of Liquidation of the Corporation in the form attached hereto, is hereby approved, ratified and adopted, thereby permitting the liquidation of the Corporation in accordance with Section 331 of the Internal Revenue Code, as amended (the "Code"), and the dissolution of the Corporation pursuant to Florida Statutes 607.1402; and

**RESOLVED**, that the President and Secretary of the Corporation be, and they are hereby authorized, empowered and directed in the name and on behalf of the Corporation, to take such additional action and to execute and deliver such additional agreements, documents and instruments

**H06000292161 3**

**H06000292161 3**

as they may deem necessary or appropriate to implement the provisions of the foregoing resolutions, the authority for the taking of such action and the execution and delivery of such agreements, documents and instruments to be conclusively evidenced thereby.

IN WITNESS WHEREOF, the undersigned have executed this unanimous Joint Written Consent effective as of the 8 day of December, 2006.

**ARCHSTONE HOMES CORP.,**  
a Florida corporation

  
\_\_\_\_\_  
**FEDERICO SALAZAR, Sole Director**

**PANAMA LAND COMPANY,**  
a Panama corporation and Shareholder

  
\_\_\_\_\_  
**FEDERICO SALAZAR, Director**

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**H06000292161 3**