

PO3000115474

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

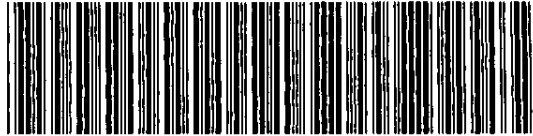
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status

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Office Use Only



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02/25/13--01015--020 \*\*43.75

V/D

FEB 27 2013

R. WHITE

FILED  
13 FEB 25 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** LIQUIDATION AND DISSOLUTION OF QP INC

**DOCUMENT NUMBER:** P03000115474

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

Please return all correspondence concerning this matter to the following:

**JORGE ANDRES TORO VASQUEZ**

(Name of Contact Person)

**QP INC**

(Firm/Company)

**354 SEVILLA AVENUE**

(Address)

**CORAL GABLES, FLORIDA 33134-6615**

(City/State and Zip Code)

For further information concerning this matter, please call:

**JORGE ANDRES TORO VASQUEZ** at ( **574** ) **2557977**

(Name of Contact Person)

(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**

Pursuant to section 607.1401, 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:  
QP INC,

SECOND: The document number of the corporation (if known): P03000115474

THIRD: The file date of the articles of incorporation: OCT 17 2003

FOURTH: (CHECK AT LEAST ONE BOX)

None of the corporation's shares have been issued.

The corporation has not commenced business.

FIFTH: No debt of the corporation remains unpaid.

SIXTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SEVENTH: Adoption of Dissolution (CHECK ONE)

A majority of the incorporators authorized the dissolution.

A majority of the directors authorized the dissolution.

13 FEB 25 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Signature: *George Andres Toro Vasquez*  
(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.)

**JORGE ANDRES TORO VASQUEZ**

(Typed or printed name of person signing)

**FINANCIAL AND PLANNING DIRECTOR**

(Title of Person Signing)

**Filing Fee: \$35**



Coral Gables, November 26<sup>th</sup> 2012.


**DEPARTMENT OF THE TREASURY**  
**INTERNAL REVENUE SERVICE CENTER**  
OGDEN, UT 84201-0012

Dear Sir/Madam,

Myself, **JORGE ANDRES TORO**, acting in my capacity as designated to perform the steps of the process of liquidation of the company QP INC, a Florida corporation; I am referring you all documents that support Plan of liquidation and dissolution of QP INC, duly approved by its shareholders, including form 966.

Would you please contact me having you further enquiries, at my email address [jatoro@yahoo.com](mailto:jatoro@yahoo.com)

Sincerely,

  
**MR. JORGE ANDRES TORO**  
**Financial and Planning Director**

## ACT OF DIRECTORS

On October 18<sup>th</sup> - 2012, between 10:00 AM and 12:00 M met the board of directors of QP Inc to analyze the current state of the company, the projects and the viability of its continuity as a society in the United States .

The topics covered during the meeting were:

- 1) The results show a net yield very low (less than 3%) versus the working capital invested and therefore portfolio risk is very high for such a low profit.
- 2) The portfolio risk is not viable to secure in the United States as the company's target market is a market of business customers primarily located in Colombia and portfolio insurance companies require very high premiums throughout the legal process that involves a process distant and very different places in their legislation (Florida and Colombia).
- 3) Therefore, the Board of Directors encourages investors to liquidate the company, as there are much better returns and lower risks in other investment alternatives. These options as well as being less risky are also a guaranty of heritage preservation with a return above the cost of capital.

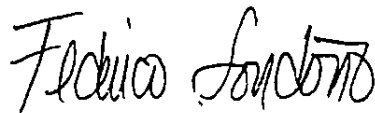
The Board has commissioned Mr. Jaime Londoño to convene a special meeting of Stockholders to discuss the findings and recommendations embodied in this act.

It is agreed that in a maximum of 10 calendar days shall be conducted another board meeting to finalize the settlement plan for QP Inc.

Board of Directors,



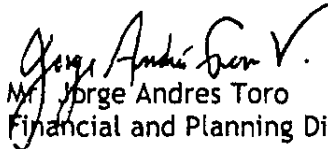
Mr. Jaime Londoño  
President



Mr. Federico Londoño  
Secretary and Treasurer



Mrs. Maria Isabel Ospina  
Commercial Director



Mr. Jorge Andres Toro  
Financial and Planning Director

## ACT OF STOCKHOLDERS

On October 25<sup>th</sup> - 2012, between 2:00 PM and 4:00 PM has been conducted a special meeting where stockholders of QP Inc met. The reunion was previously called by Mr. Jaime Londoño, president of the Company. The objective of this call is to communicate the conclusions reached at the meeting of the Board of Directors regarding the current state of the company, the projects and the viability of its continuity as a business in the United States.

The topics covered during the meeting were:

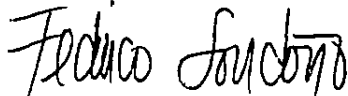
1. The board of directors based on the results shows a net yield very low (less than 3%) versus the working capital invested and therefore says that the portfolio risk is very high for such a low profit.
2. Therefore, the Board recommends to stockholders to dissolve and liquidate the company QP Inc, as there are better returns and lower risks in other investment alternatives. These options as well as being less risky are also a guaranty of heritage preservation with a return above the cost of capital.
3. The board of directors recommends that once is being brought to an end the liquidation plan, the resulting wealth would be distributed to each of the stockholders according to their share percentage participation in the company.
4. The stockholders request to be determined at an upcoming board meeting, the liquidation plan with a deadline for the dissolution of the company on Wednesday, December 26th, 2012.

The stockholders have commissioned Mr. Jaime Londoño to convene within a maximum of five (5) calendar days to a board meeting to authorize the directors and officials to take steps to carry out the liquidation plan.

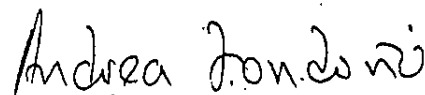
Board of Stockholders,



Mr. Jaime Londoño



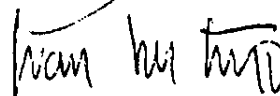
Mr. Federico Londoño



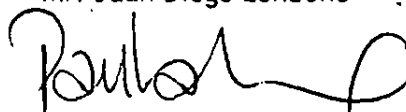
Mrs. Andrea Londoño



Mrs. Emma Sanchez de Londoño



Mr. Juan Diego Londoño



Mrs. Paula Londoño

**PLAN OF LIQUIDATION AND DISSOLUTION OF QP INC**

On November 8<sup>th</sup> 2012, all people mentioned at the bottom of this document and by signing it, as shareholders of QP INC, have voluntarily decided to go to and end with the dissolution and liquidation of the company. This plan would only be taken into account by the end of December 2012 as the final date allowed.

On October 31st 2012 the assets balance is as follows:

<b>ASSETS</b>	<b>USD</b>
<b>Cash Available</b>	
Santander Overseas Bank account	64,943.30
HELM BANK Miami account	312,249.77
<b>Total Cash available:</b>	<b>377,193.07</b>
<b>Accounts pending to collect from Shareholders (1/6 each shareholder)</b>	<b>1,100,000.00</b>
<b>Debtors</b>	
800011207-7/SUMICOLOR S.A.	30,056.40
800042175-2/PRODUCTOS QUIMICOS ANDINOS S.A.	323,928.00
804000123-4/SOLUCIONES PLASTICAS DE COLOMBIA S.A.	33,907.50
860023567-3/PREPAC COLOMBIANA LTDA.	91,575.00
890301033-4/TECNOPLAST LTDA.	34,773.75
811010705-9/PARAPLASTICOS.	41,827.50
<b>Pending Collection:</b>	<b>556,068.15</b>
<b>Estimated Income (cargo pending of delivery to Colombian port)</b>	
Import order 1333-12 which belongs to 860513290-1 Proenfar S.A.S.	82,170.00
Import order 1334-12 which belongs to 860513290-1 Proenfar S.A.S.	41,085.00
<b>Total Estimated Income:</b>	<b>123,255.00</b>
<b>Estimated income from accounts on legal issues:</b>	
890900331-4/FORMACOL S.A.	53,336.25
900098799-1/C.I. PACKING ALLIANCE S.A.	46,185.00
<b>Total Estimated income from accounts on legal issues:</b>	<b>99,521.25</b>
<b>TOTAL ASSETS:</b>	<b>2,256,037.47</b>

Based on this information the **PLAN OF LIQUIDATION AND DISSOLUTION OF QP INC** is as follows:

- At the time of the approval of this plan, it has been authorized to deliver to shareholders according with their equity participation the sum of U.S. \$370,000 available from bank accounts. These resources will be delivered as soon as they are available in the bank account of QP Inc., and then distributed to each shareholder.
- The value of estimated income not yet billed is due to commitments with different customers as the cargo is pending of delivery to Colombian port. It is important to notice that these sales have been delayed to arrival due to availability problems from the supplier The Dow Chemical Company in the release process of orders. Therefore, we also have bills pending to arrive from The Dow Chemical Company to QP Inc. So, those bills will be paid as soon as applicable maturity date.
- The Santander Overseas Bank account would be completely cleared and then cancelled; by moving funds to Helm Bank account. Those resources, as well as the collection of revenues and the expected current portfolio will be used to settle existing liabilities and arising during the liquidation process. Finally, balance available will be distributed to shareholders according to the instructions they would determine.
- Balance of anticipated value for income tax would be offset against values arising from taxes during the process of liquidation and dissolution.
- All values coming from outstanding debts with customers who are in a legal collection process, are expected to be collected within a period not exceeding three years from the date of this plan. If arriving at the end of this estimated time having we not yet gotten the total amount regarding the bills, we authorize to proceed with cancellation of QP Inc's bank account at Helm Bank Miami, and assume this losses on portfolio.

Now, therefore, the members have resolved as follows:

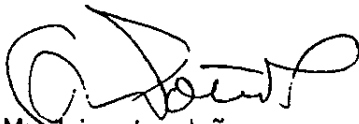
1. The company must cease operation immediately and proceed to dissolve the company, wind up its affairs that are in process (sales that have not yet reached Colombian port and pending bills payable to the supplier The Dow Chemical Company), the distribution of its assets, and ending the company in all instances (private and public).
2. The Finance and Planning Director is authorized to prepare and submit documents for dissolution of the company in the respective Office at the State of Florida. The presentation of documents may be made by a third party duly authorized by the Finance and Planning Director.
3. As soon as possible, the company will distribute to its shareholders the assets allocated to them under the share that each one has in the capital of the company.
4. Shareholders believe that to this date there are no claims or proceedings pending on the company, but nevertheless, the Finance and Planning Director would issue a notice informing the dissolution of society, in order to communicate to each known creditor of the company by certified mail. After thirty calendar days followed the communication sent and creditors have not shown any



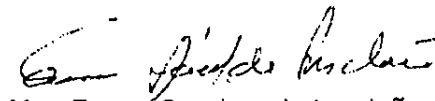
comments, it will be a truly fact that there is no future process affecting the liquidation plan, and therefore it is fully authorized to continue with the dissolution of the company.

5. The Finance and Planning Director is authorized to prepare, sign all reports, statements and forms required by federal, state, local or municipal by reason of the dissolution and liquidation of QP Inc.

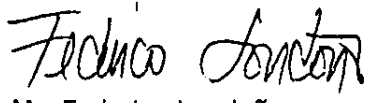
Board of Stockholders,



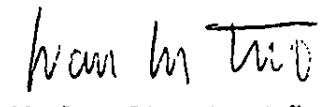
Mr. Jaime Londoño



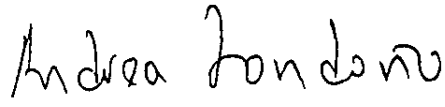
Mrs. Emma Sanchez de Londoño



Mr. Federico Londoño



Mr. Juan Diego Londoño



Mrs. Andrea Londoño



Mrs. Paula Londoño

**Corporate Dissolution or Liquidation**  
 (Required under section 6043(a) of the Internal Revenue Code)

OMB No. 1545-0041

Please type or print	Name of corporation <b>QP INC</b>		Employer identification number <b>65-1207347</b>	
	Number, street, and room or suite no. (If a P.O. box number, see instructions.) <b>354 SEVILLA AVENUE</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>CORAL GABLES, FLORIDA, 33134</b>			
1 Date incorporated <b>10/17/2003</b>	2 Place incorporated <b>FLORIDA</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>10/31/2012</b>	
5 Service Center where corporation filed its immediately preceding tax return <b>EFILE</b>	6 Last month, day, and year of immediately preceding tax year <b>31/12/2011</b>	7a Last month, day, and year of final tax year <b>12/31/2012</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 <b>87442</b>	Preferred
9 Date(s) of any amendments to plan of dissolution			NOT APPLICABLE	
10 Section of the Code under which the corporation is to be dissolved or liquidated			331-336	
11 If this form concerns an amendment or supplement to a resolution or plan, enter the date the previous Form 966 was filed.			NOT APPLIC	

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: *George Andrew Deen* **QP Inc.**  
 Title: **FINANCIAL AND PLANNING DIRECTOR** Date: **11/11/2012**

**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.



*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 is 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.

### Foreign Corporations

A corporation that files a U.S. tax return must file Form 966 if required under section 6043(a). Foreign corporations that are not required to file Form 1120-F, U.S. Income Tax Return of a Foreign Corporation, or any other U.S. tax return are generally not required to file Form 966.

U.S. shareholders of foreign corporations may be required to report information regarding a corporate dissolution or liquidation. See Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations, and its instructions for more information.

### 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 5

If the immediately preceding tax return was filed electronically, enter "efile" on line 5.

### Line 7e

If the consolidated return was filed electronically, enter "efile" on line 7e.

### 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).

### Signature

The return must be signed and dated by the president, vice president, treasurer, assistant treasurer, chief accounting officer, or any other corporate officer (such as tax officer) authorized to sign. A receiver, trustee, or assignee must sign and date any return required to be filed on behalf of a corporation.

### Paperwork Reduction Act Notice

We ask for the information on this form to carry out the Internal Revenue laws of the United States. You are required to give us the information. We need it to ensure that you are complying with these laws and to allow us to figure and collect the right amount of tax.

You are not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. Generally, tax returns and return information are confidential, as required by section 6103.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is:

Recordkeeping. . . . . 5 hr., 1 min.

Learning about the law or the form. . . . . 30 min.

Preparing and sending the form to the IRS. 36 min.

If you have comments concerning the accuracy of these time estimates or suggestions for making this form simpler, we would be happy to hear from you. You can write to the Internal Revenue Service, Tax Products Coordinating Committee, SE:W:CAR:MP:T:T:SP, 1111 Constitution Ave. NW, IR-6526, Washington, DC 20224. Do not send the tax form to this office. Instead, see *Where To File* on page 1.

Helm

BANK USA

999 BRICKELL AVENUE, MIAMI, FL 33131  
0670

VOID AFTER 180 DAYS

022386

63-1145/670 01  
1010001301

REMITTER

OF INC.

February 07 20 13

PAY TO THE ORDER OF \*FLORIDA DEPARTMENT OF STATE\*

\*\*\*\$\*\*\*\*\*43.75

FORTY THREE DOLLARS AND SEVENTY FIVE CENTS

DOLLARS



THIS DOCUMENT HAS A MICRO-PRINT SIGNATURE LINE, WATERMARK AND A THERMOCHROMIC ICON. ABSENCE OF THESE FEATURES WILL INDICATE A COPY

# CASHIER'S CHECK

## NOTICE TO CUSTOMERS

THE PURCHASE OF AN INDEMNITY BOND WILL BE REQUIRED BEFORE ANY OFFICIAL CHECK OF THIS BANK WILL BE REPLACED OR REFUNDED IN THE EVENT IT IS LOST, MISPLACED OR STOLEN.

AUTHORIZED SIGNATURE

MP

⑈022386⑈ ⑆067011456⑆

⑈1010001301⑈