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Arthur Vincent, Esquire
Cumberland Building
800 E. Broward Blvd. Ste. 607
Ft. Lauderdale, FL 33301-2084

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FILED
04 SEP 15 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dissolution by
Court Order.

9/20/09

IN THE CIRCUIT COURT OF THE 17TH JUDICIAL CIRCUIT,
IN AND FOR BROWARD COUNTY, FLORIDA

REGINA GARONE,
Plaintiff,
vs.

CIVIL DIVISION

CASE NO.: 04-10816 (02) CACE

TERRA BRASILIS, INC.,
a Florida corporation, and
ELIAS L. OLIVEIRA,
individually,
Defendants.

FILED
04 SEP 15 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FINAL JUDGMENT OF STATUTORY DISSOLUTION
OF CORPORATION TERRA BRASILIS, INC.

This action was heard upon the complaint of Regina Garone, for the involuntary statutory dissolution of Terra Brasilis, Inc., a Florida corporation, pursuant to Fla. Stat. § 607.1430, and for other relief, and

The Court finds:

1. A default against defendant Elias Oliveira has been entered;
2. Oliveira and the Plaintiff are co-presidents and the only shareholders of Terra Brasilis, Inc., each owning 500 shares of the corporation;
3. The defendant corporation is a Florida corporation organized under the laws of Florida and does not now have a principal place of business.
4. The defendant corporation is deadlocked in voting power and management of corporate affairs because both parties are holders of equal shares and both are designated as president.
5. The defendant corporate assets were misapplied or wasted, causing material injury to the corporation;
6. The defendant corporation is now insolvent and is unable to carry on its affairs or pay its corporate debts;
7. There is no need for the appointment of a receiver as there is longer a corporate existence as the only business of the corporation, a restaurant has closed;
8. Pursuant to Fla. Stat. § 607.1430 there are grounds for the judicial dissolution of the corporation; and

IT IS ADJUDGED that:

- A. The corporation is dissolved pursuant to Fla. Stat. § 607.1433.
- B. The specific date of dissolution is September 15, 2004.
- C. The Clerk of Court shall deliver a certified copy of this judgment to the Department of State.
- D. Pursuant to Fla. Stat. § 607. 1405, the corporation is directed not to carry on any corporate business except to wind up and liquidate its business and affairs;
- E. The corporation is insolvent therefore its compliance with the following provisions of Fla.

Stat. § 607.1405 (1) except (c) is directory not mandatory, and subject to necessity:

- (a) Collecting its assets;
- (b) Disposing of its properties that will not be distributed in-kind to its shareholders;
- (c) Discharging or making provision for discharging its liabilities;
- (d) Distributing its remaining property among its shareholders according to their interests;
- (e) Doing every other act necessary to wind up and liquidate its business and affairs.

F. The corporation shall give written notice to all known or ascertainable creditors.

G. The corporation shall file a notice of dissolution with the Department of State pursuant to Fla.

Stat. § 607.1407 (1).

H. The Court retains jurisdiction to enforce the terms of this judgment.

DONE AND ORDERED at Fort Lauderdale, Broward County, Florida, on 26 August 2004

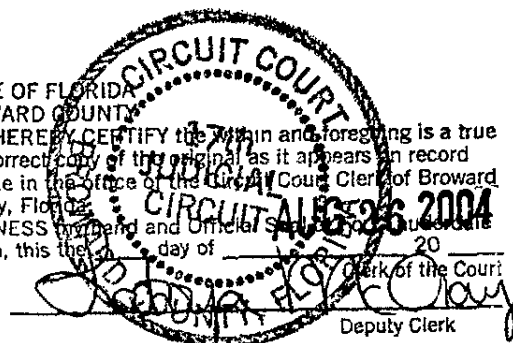

Circuit Court Judge

Copies furnished to:

Arthur Vincent, Esq.
Cumberland Building
800 E. Broward Blvd., Suite 607
Ft. Lauderdale, FL 33301-2084

Elias L. Oliveira
1400 N.W. 15th Court, # 101
Boca Raton, FL 33486

STATE OF FLORIDA
BROWARD COUNTY
I DO HEREBY CERTIFY the within and foregoing is a true
and correct copy of the original as it appears on record
and file in the office of the Circuit Court Clerk of Broward
County, Florida.
WITNESS my hand and Official Seal of the Circuit Court
Florida, this the 26 day of August 2004



Notice of Corporate Dissolution

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 607.1407, F.S.

This "Notice of Corporate Dissolution" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: Terra Brasilis, Inc.

Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the *Articles of Dissolution*.

Description of information that must be included in a claim:

All specific information.

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

Arthur Vincent, Esq.
Cumberland Building
800 East Broward Boulevard
Suite 607
Fort Lauderdale, FL 33301

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

Arthur Vincent, Esq.

Printed Name of the Person Filing

Art Vincent

Signature of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00

LAW OFFICES
ARTHUR VINCENT, ESQ.
Cumberland Building
800 East Broward Boulevard
Suite 607
Fort Lauderdale, Florida 33301

Telephone (954) 524-9494
Facsimile (954) 653-5027
arthurvincent@msn.com

August 26, 2004

Attn: Susan Payne
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

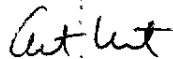
Re: Terra Brasilis, Inc.
Judgment of Dissolution
Broward County Circuit Court
Case No. 04-10816 (02) CACE

Dear Ms. Payne:

First let me thank you and Thelma for your kind assistance on this date. Please find certified copy of Final Judgment of Statutory Dissolution regarding Terra Brasilis, Inc. The Court has set September 15, 2004 as the date of dissolution. We have also attached a notice of corporate dissolution to ensure we made a good faith effort to comply with the Court's instructions.

Should you have any questions please call. **Thank you.**

Very truly yours,


Arthur Vincent, Esq.
AV/mav
Enclosures