

P04000023565

Florida Department of State  
Division of Corporations  
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.

(((H11000170208 3)))



H110001702083AECU

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)617-6380

From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

RECEIVED

11 JUN 29 AM 8:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DISSOLUTION OR WITHDRAWAL  
FM HOPE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$35.00

11 JUN 29 AM 9:28  
RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

Dissol  
11/29/11  
6:27:15:14 PM

**ARTICLES OF DISSOLUTION**

**Article I**

The name of this Florida corporation is FM HOPE, INC.

**Article II**

The Corporation's dissolution was authorized on the date that this document was signed.

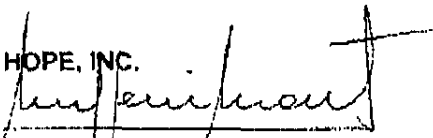
**Article III**

The Corporation's dissolution was authorized by its shareholders, and the number of votes cast for dissolution was sufficient for approval. The Corporation shall pay or make reasonable provision to pay all claims and obligations known to the Corporation. After known claims and obligations are paid, any remaining funds shall be distributed to the shareholders of the dissolved Corporation.

**Article IV**

These Articles of Dissolution and the dissolution of the Corporation will be effective on June 20, 2011.

The undersigned executed this document on the date shown below.

FM HOPE, INC.  
By: 

Name: José Ignacio Amenábar

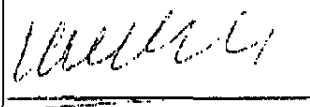
Title: Vice President

Date: June 20, 2011

By: 

Name: Charles Basch

Title: Vice President

By: 

Name: Hernán Guiloff

Title: Vice President

Date: June 20, 2011

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 JUN 29 AM 9:28

APPROVED  
FILED

**WRITTEN CONSENT IN LIEU OF  
SPECIAL MEETINGS OF THE DIRECTORS  
OF  
FM HOPE, INC.**

The undersigned, being the directors of **FM HOPE, INC.**, a Florida corporation (the "Corporation"), do hereby waive all formal requirements, including the necessity of holding formal or informal meeting, and any requirements for notice, taking said actions in lieu of special meetings of the directors and shareholders of the Corporation pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act:

**DISSOLUTION**

**RESOLVED**, that José Ignacio Amenábar Montes, Guillermo Andrews Ariztia, Rodrigo Lopez Carvajal, Hernán Gulloff, Exequiel Glisser, Michael Basch and Charles Basch are the directors of the Corporation.

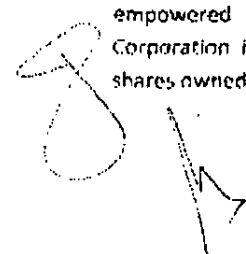
**RESOLVED**, that the Corporation be dissolved and liquidated in accordance with the terms and provisions of the Plan of Complete Liquidation and Dissolution attached hereto and made a part hereof as Exhibit A (the "Plan")

**RESOLVED**, that any officer of the Corporation be, and he hereby is, authorized, empowered and directed to sell or otherwise liquidate any and all properties of the Corporation which in his judgment should be sold or liquidated to facilitate the complete liquidation and dissolution of the Corporation.

**RESOLVED**, that any officer of the Corporation be, and hereby is, authorized, empowered and directed to wind up the affairs of the Corporation, to pay or provide for its liabilities and establish a reserve in a reasonable amount to meet known, estimated unascertained or contingent liabilities and expenses, to the extent such a reserve is deemed necessary or appropriate, or otherwise provide for creditors contemplated in the Plan

**RESOLVED**, that if a reserve is established to meet claims against the Corporation, any officer of the Corporation be, and hereby is, directed to distribute any unused balance of such reserve to the shareholders of the Corporation as soon as practicable, but in no event later than thirty days from the effective date of the Plan.

**RESOLVED**, that any officer of the Corporation be, and he hereby is, authorized, empowered and directed to distribute all assets, to the shareholders of the Corporation in complete liquidation of the Corporation and in cancellation of the shares owned by the shareholders.



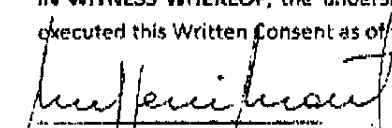
RESOLVED, that any officer of the Corporation be, and he hereby is authorized, empowered and directed to prepare and execute Articles of Dissolution and cause the same to be filed with the Florida Department of State in accordance with and pursuant to the Florida Business Corporation Act.


RESOLVED, that any officer of the Corporation be, and hereby is, authorized, empowered and directed to execute and deliver all such further instruments and documents relating thereto, including without limitation, Department of Treasury Internal Revenue Form 996 and to cause the same to be filed in accordance with and pursuant to the Internal Revenue Code of 1986, as amended.

RESOLVED, that the actions in the foregoing resolutions providing for the complete liquidation of the Corporation and the distribution of its assets be completed as soon as practicable, but in no event later than thirty days from the effective date of the Plan.

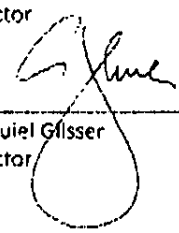
RESOLVED, that any officer of the Corporation be, and he hereby is, authorized, empowered and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as he may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and to fully effectuate the purposes of the foregoing resolutions.

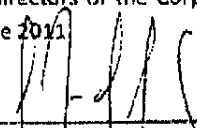
IN WITNESS WHEREOF, the undersigned, being the directors of the Corporation has executed this Written Consent as of the 20<sup>th</sup> day of June 2011.

  
\_\_\_\_\_  
Jose Ignacio Amenábar Montes  
Director

  
\_\_\_\_\_  
Rodrigo Lopez Carvajal  
Director

  
\_\_\_\_\_  
Charles Basch  
Director

  
\_\_\_\_\_  
Exequiel Glisser  
Director

  
\_\_\_\_\_  
Guillermo Andrews Arístida  
Director

  
\_\_\_\_\_  
Hernan Guiloff  
Director

  
\_\_\_\_\_  
Michael Basch  
Director

Date: June 20, 2011

Corporate Creations International Inc.

11380 Prosperity Farms Road #221E

Palm Beach Gardens FL 33410

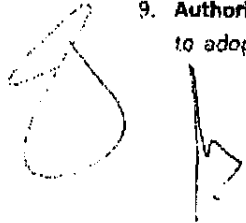
(561) 694-8107

**PLAN OF LIQUIDATION AND DISSOLUTION**

**OF**

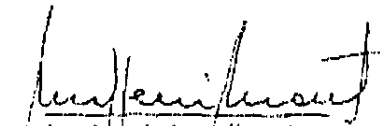
**FM HOPE, INC.**

1. **Plan of Liquidation.** This Plan of Complete Liquidation and Dissolution (the "Plan") is intended to accomplish the dissolution and complete liquidation of FM HOPE, INC., a Florida corporation (the "Corporation"), through the payment of Corporation's creditors and the distribution of any remaining assets to its shareholders in complete liquidation of the Corporation. Such liquidation and dissolution shall be accomplished in the manner stated in the Plan.
2. **Approval.** *The Plan shall be considered adopted by the Corporation and in effect as of June 20<sup>th</sup>, 2011.*
3. **Liquidation Period.** *The "Liquidation Period" shall mean the period beginning with the effective date of the Plan and ending on the date all of the assets of the Corporation are expended in satisfaction of the liabilities of the Corporation or distribution to the shareholders provided herein.*
4. **Appointment of Receiver.** (PLEASE COMPLETE IN ACCORDANCE WITH THE LAW)
5. **Winding Up of Business.** During the Liquidation Period, the Corporation may continue in business to the extent necessary to pay all liabilities that can be fixed and discharged and to wind up its affairs. During the Liquidation Period, *any officer of the Corporation is authorized to retain such assets as may be necessary to pay expenses or liabilities and to pay all such known expenses and liabilities that are due and payable.*
6. **Final Distribution of Assets.** On or before the end of the Liquidation Period, all assets of the Corporation not previously distributed which, in the opinion of any officer of the Corporation are no longer needed for payment of expenses or liabilities of the Corporation, shall be distributed to the shareholders of the Corporation.
7. **Closing of Corporation's Books.** Upon the distribution of all assets of the Corporation, *any officer of the Corporation shall instruct the Corporation's accountant to close the books of the Corporation and to prepare and timely file all applicable income tax returns on behalf of the Corporation and such other forms as are appropriate.*
8. **State Filing Requirements.** All documents required to be filed with the State of Florida, including the Articles of Dissolution of the Corporation, as required under the provisions of Florida law shall be filed with the Florida Department of State by any officer of the Corporation.
9. **Authorization of Necessary Acts.** The board of directors shall have the power to adopt all resolutions, and the officers of the Corporations shall have the

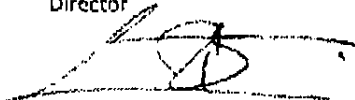


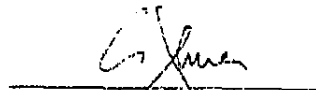
power to execute all documents and are authorized, empowered and directed to file all papers and take whatever action is deemed necessary or desirable for the purpose of effecting the complete liquidation and dissolution for the Corporation, and for carrying out the other purposes and intentions of the Plan. The officers of the Corporation shall be held harmless by the Corporation for any actions under the Plan taken in good faith and any expenses or liability so incurred.

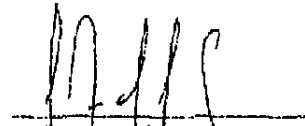
10. Intent. It is intended that the Plan shall be a plan of complete liquidation with in the terms of Section 331 of the Internal Revenue Code of 1986, as amended (the "Code"). The Plan shall be deemed to authorize such actions as, in the opinion of counsel of the Corporation, may be necessary to conform with the provisions of Code Section 331.

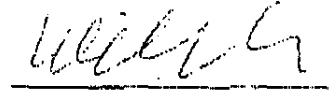
  
Jose Ignacio Amenábar-Montes  
Director


  
Rodrigo Lopez Carvajal  
Director

  
Charles Basch  
Director

  
Ezequiel Glisler  
Director

  
Guillermo Andrews Ariztia  
Director

  
Hernan Guiloff  
Director

  
Michael Basch  
Director