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Division of Corporations

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**DISSOLUTION OR WITHDRAWAL**

**BONIFAZIO CORP.**

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**ARTICLES OF DISSOLUTION  
OF  
BONIFAZIO CORP.**

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

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

Name and Address

Office(s) Held

Maria Celia Delfabro  
2875 N.E. 191 Street, Suite 801  
Aventura, Florida 33180

President, Secretary, Treasurer

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

Name and Address

Maria Celia Delfabro  
2875 N.E. 191 Street, Suite 801  
Aventura, Florida 33180

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 2008

  
MARIA CELIA DEL FABRO

(SEAL)

President, Secretary, Treasurer, Director

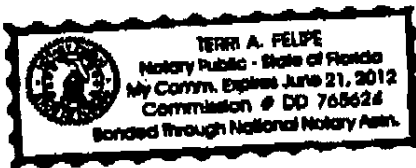
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STATE OF FLORIDA )  
 )SS:  
COUNTY OF MIAMI DADE )

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 Maria Celia Delfabro, 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 Miami-Dade said County and State,  
this 22 day of December, 2008.



*Terra A. Felpe*  
NOTARY PUBLIC, State of Florida

Print Name: Terra A. Felpe

My Commission Expires:

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**WRITTEN CONSENT OF THE DIRECTORS AND SHAREHOLDERS  
OF BONIFAZIO CORP.  
TO DISSOLVE AND LIQUIDATE**

The undersigned, being all the Directors and all Shareholders of BONIFAZIO CORP., 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

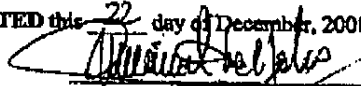
**FURTHER RESOLVED**, that, at such time as all liabilities of the Corporation have been paid or adequately provided for and when there shall be no further need for the aforesaid reserve fund, the balance in said reserve fund, if any, shall be distributed to each of the Shareholders in accordance with their respective shareholdings; and be it

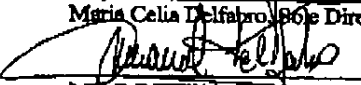
**FURTHER RESOLVED**, that, distribution of the aforesaid assets pursuant to the plan herein provided in this consent is subject to the following conditions:

1. That each Shareholder properly endorses 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, 2008.

  
\_\_\_\_\_  
Maria Celia Delfabro, Sole Director

  
\_\_\_\_\_  
MILO INTERNATIONAL MANAGEMENT CORP., a British Virgin  
Island Company  
Sole Shareholder  
By: Maria Celia Delfabro, as President

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**CERTIFIED COPY OF RESOLUTION OF BOARD OF DIRECTORS**  
**OF BONIFAZIO CORP.**

I, Maria Celia Delfabro, as President of BONIFAZIO CORP., 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, 2008, 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 Maria Celia Delfabro de Pia Mangione 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, 2008.

BONIFAZIO CORP.,  
a Florida Corporation

CORPORATE SEAL

By: 

Maria Celia Delfabro, as President

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