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DISSOLUTION OR WITHDRAWAL  
FORT LAUDERDALE DEVELOPERS, CORP.

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Florida Dept of State



September 13, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

FORT LAUDERDALE DEVELOPERS, CORP.  
2875 NE 191ST STREET  
801  
AVENTURA, FL 33180

SUBJECT: FORT LAUDERDALE DEVELOPERS, CORP.  
REF: P04000145481

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P.O BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF DISSOLUTION OF FORT LAUDERDALE DEVELOPERS, CORP.

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

- 1. The name of the Corporation is FORT LAUDERDALE DEVELOPERS, CORP.
2. The names and addresses of the Officers of the Corporation are as follows:
Name and Address Office(s) Held
Abel Trybiarz President, Secretary, Treasurer
2875 NE 191 Street
Aventura, Florida 33180

Daniel Wohlgermuth Vice President
2875 NE 191 Street
Aventura, Florida 33180

- 3. The names and addresses of the Directors of the Corporation are as follows:
Name and Address
Abel Trybiarz
2875 NE 191 Street
Aventura, Florida 33180
Daniel Wohlgermuth
2875 NE 191 Street
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 14 day of August 2006

Abel Trybiarz signature (SEAL)
ABEL TRYBIARZ
President, Treasurer, Director

Daniel Wohlgermuth signature (SEAL)
DANIEL WOHLGEMUTH
Vice President

U.S EMBASSY )
) SS:
COUNTRY OF ARGENTINA )

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and Country named above to take acknowledgments, personally appeared ABEL TRYBIARZ and DANIEL WOHLGEMUTH, to me known to be the President, Secretary, Treasurer, Vice President and Director respectively, and they acknowledged and swore before me that they executed said Articles of Dissolution.

WITNESS my hand and official seal at \_\_\_\_\_, said Country and State, this \_\_\_\_ day of \_\_\_\_\_, 2006.

NOTARY PUBLIC, State \_\_\_\_\_
Print Name: \_\_\_\_\_
My Commission Expires: \_\_\_\_\_

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CERTIFICATE OF ACKNOWLEDGMENT OF EXECUTION OF AN INSTRUMENT

Republic of Argentina )  
City of Buenos Aires )  
Embassy of the United ) Ss.  
States of America )

I, Christine L. Grauer, Consular Officer of the United States of America at Buenos Aires, Argentina duly commissioned and qualified, do hereby certify that on this 14<sup>th</sup> day of August, 2006 before me personally appeared Daniel Wohlgemuth and Abel Efrain Trybiarz to be the individual(s) described in, whose name(s) is/are subscribed to or who provided Argentine passports as evidence of identity and who executed the annexed instrument, who duly acknowledged to me that he/she/they executed the same freely and voluntarily for the uses and purposes therein mentioned.

In witness whereof I have hereunto set my hand and official seal the day and year last above written.



Christine L. Grauer  
Consular Officer of the United  
States of America.

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*Handwritten:* HDG 000 226 2083

**WRITTEN CONSENT OF THE DIRECTORS AND SHAREHOLDERS  
OF FORT LAUDERDALE DEVELOPERS, CORP.  
TO DISSOLVE AND LIQUIDATE**

The undersigned, being all the Directors and all Shareholders of **FORT LAUDERDALE DEVELOPERS, 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 endorse 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 14 day of August, 2006.

  
\_\_\_\_\_  
ABEL TRYBIARZ, Director

  
\_\_\_\_\_  
DANIEL WOHLGEMUTH, Director

  
\_\_\_\_\_  
OXTON CORP., a British Virgin Islands, as sole Shareholder

By: Abel Trybiarz as Authorized Signature

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