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Florida Department of State
Division of Corporations
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DISSOLUTION OR WITHDRAWAL

TCH GROUP CORP

Certificate of Status	1
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DIVISION OF CORPORATIONS

Electronic Filing Menu

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ARTICLES OF DISSOLUTION
OF
TCH GROUP CORP

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

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

<u>Name and Address</u>	<u>Office(s) Held</u>
Cesar S. Tchira 2875 NE 191 Street, Suite 801 Aventura, Florida 33180	President
Sofia V. Chab 2875 NE 191 Street, Suite 801 Aventura, Florida 33180	Secretary
Nicolas D. Tchira 2875 NE 191 Street, Suite 801 Aventura, Florida 33180	Treasure
Florencia E. Tchira 2875 NE 191 Street, Suite 801 Aventura, Florida 33180	Vice President

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

<u>Name and Address</u>	
Cesar S. Tchira 2875 NE 191 Street, Suite 801 Aventura, Florida 33180	Director
Sofia V. Chab 2875 NE 191 Street, Suite 801 Aventura, Florida 33180	Director
Nicolas D. Tchira 2875 NE 191 Street, Suite 801 Aventura, Florida 33180	Director
Florencia E. Tchira 2875 NE 191 Street, Suite 801 Aventura, Florida 33180	Director

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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 31st day of October 2006

CESAR S. TCHIRA
President

SOFIA V. CHAN
Secretary

(SEAL)

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 CESAR S. TCHIRA and SOFIA V. CHAN, to me known to be the President and Secretary, and they acknowledged and swore before me that they executed said Articles of Dissolution.

WITNESS my hand and official seal at _____, said County and State, this _____ day of October, 2006.

NOTARY PUBLIC, County of _____
Print Name: _____
My Commission Expires: _____

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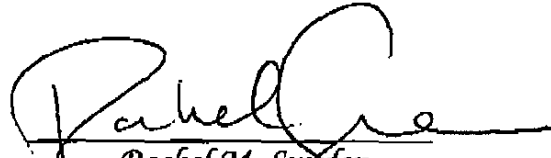
CERTIFICATE OF ACKNOWLEDGMENT OF EXECUTION OF AN
INSTRUMENT

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

I, Rachel M. Sunden, Vice Consul of the United States of America at Buenos Aires, Argentina duly commissioned and qualified, do hereby certify that on this 31st day of October, 2006 before me personally appeared Sofia V. Chab and Cesar S. Tchira 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.




Rachel M. Sunden
Vice Consul of the United
States of America.

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**WRITTEN CONSENT OF THE DIRECTORS AND SHAREHOLDERS
OF TCH GROUP CORP
TO DISSOLVE AND LIQUIDATE**

The undersigned, being all the Directors and all Shareholders of TCH GROUP CORP, a Florida Limited Liability 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 31st day of October, 2006

CESAR S. TCHIRA, Director

SOFIA V. CHAN, Director

NICOLAS D. TCHIRA, Director

FLORENCIA E. TCHIRA,

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SERBER ASSOC

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PANATUR S.A,
Sole Shareholder
By: Cesar S. Tchira, as Authorized Signature

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