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(Address)

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(City/State/Zip/Phone #)

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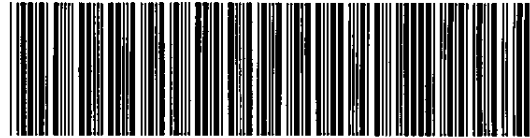
(Business Entity Name)

(Document Number)

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T. LEMIEUX

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** 670 Midtown Inc. Articles of Dissolution

**DOCUMENT NUMBER:** n/a

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jorge Menendez

(Name of Contact Person)

670 Midtown Inc.

(Firm/Company)

5727 NW 7th Street, #171

(Address)

Miami, FL 33126

(City/State and Zip Code)

For further information concerning this matter, please call:

Jorge Menendez

(Name of Contact Person)

305-989-9216

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$35 Filing Fee    ☐ \$43.75 Filing Fee & Certificate of Status    ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)    ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

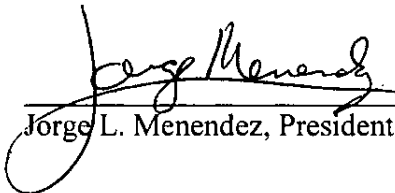
**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**ARTICLES OF DISSOLUTION  
OF  
670 MIDTOWN INC.**

Pursuant to Section 607.1403, Florida Statutes, this Florida corporation submits the following Articles of Dissolution:

- FIRST: The name of the corporation is 670 MIDTOWN INC.
- SECOND: The dissolution was authorized on August 26, 2016.
- THIRD: The dissolution was approved by the shareholders and the Board of Directors of the corporation. The number of votes cast for dissolution was sufficient for approval.
- FOURTH: These Articles of Dissolution shall become effective at the time of their filing with the Florida Department of State.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Dissolution as of the 30 day of August, 2016.

  
\_\_\_\_\_  
Jorge L. Menendez, President of 670 Midtown Inc.

FILED  
2016 SEP 29 P 1:35  
CLERK OF CIRCUIT COURT  
JULIA A. GARCIA

**670 MIDTOWN INC.  
JOINT UNANIMOUS WRITTEN CONSENT  
OF  
BOARD OF DIRECTORS AND SOLE SHAREHOLDER  
IN LIEU OF  
SPECIAL MEETINGS THEREOF**

The undersigned, being the sole member of the Board of Directors and all of the shareholders of 670 MIDTOWN INC., a Florida corporation (the "Corporation"), do hereby waive all notice of the time, place and purposes of special meetings of the Board of Directors and shareholders of the Corporation and does hereby consent, pursuant to the provisions of Sections 607.0821 and 607.0704 of the Florida Business Corporation Act (the "Act"), to the adoption of, and hereby do adopt, the following preamble, resolutions and the actions specified therein:

WHEREAS, the Corporation has ceased conducting business, except insofar as may be necessary for the winding up of its affairs, and it does not intend to engage in any further business;

WHEREAS, all liabilities and obligations of the Corporation have been paid or discharged or adequate provision has been made, or is being made, therefor;

AND WHEREAS, the Board of Directors and the shareholders of the Corporation seek now to liquidate and voluntarily dissolve the Corporation in accordance with the requirements of the Act and Section 331 of the Internal Revenue Code of 1986, as amended (the "Code").

NOW, THEREFORE, be it:

RESOLVED, that the undersigned do hereby waive all formal requirements for the holding of a meeting of the Board of Directors and/or shareholders of the Corporation in connection with the liquidation and voluntary dissolution of the Corporation, including, without limitation, the necessity of holding a formal or informal meeting, and any requirements for notice of such meeting, and for the purpose of such meeting, to be given;

FURTHER RESOLVED, that the Board of Directors of the Corporation hereby recommends to the shareholders of the Corporation that the Corporation be liquidated and voluntarily dissolved as described hereinbelow;

FURTHER RESOLVED, that, upon such recommendation by the Board of Directors of the Corporation, the Corporation be, and it hereby is authorized, empowered and directed to be, liquidated and voluntarily dissolved pursuant to the following Plan of Liquidation and Dissolution in accordance with Section 331 of the Code:

A. The President of the Corporation, be, and he hereby is, authorized and directed to proceed promptly to: wind-up the Corporation's affairs; sell the remaining assets of the Corporation under such terms as such officer shall deem proper, necessary,

advisable or desirable in his sole discretion; pay or provide for any remaining liabilities and obligations of the Corporation; establish a reserve in a reasonable amount to meet known liabilities and obligations of the Corporation and to pay any estimated, unascertained or contingent liabilities, expenses or obligations of the Corporation, if such officer deems such a reserve necessary, proper, advisable or desirable in his sole discretion; and distribute sales proceeds and any other assets of the Corporation, subject to any remaining liabilities and obligations of the Corporation, to the shareholders of the Corporation, or such shareholder's duly appointed liquidating trustee, in cancellation of such shareholder's shares;

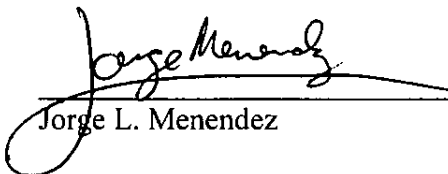
B. If a reserve established to meet liabilities and obligations of the Corporation is maintained, the President of the Corporation, be, and he hereby is, authorized, empowered and directed to arrange for the distribution of any unused balance of the reserve to the shareholders of the Corporation, or such shareholder's duly appointed liquidating trustee, as soon as practicable; and

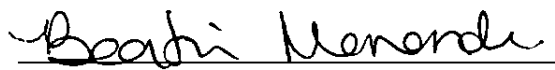
C. The President of the Corporation, be, and he hereby is, authorized, empowered and directed to take all appropriate and necessary action to dissolve the Corporation in accordance with the Act as soon as practicable;

AND FURTHER RESOLVED, that the proper officers of the Corporation, and each of them, be, and they hereby are, authorized, empowered and directed to execute and deliver any and all documents, and to take any and all further actions, as in such officer's or officers' sole discretion shall be deemed to be necessary, proper or advisable in order to consummate the liquidation and voluntary dissolution of the Corporation, or to fully accomplish the purposes and carry out the intent of this and the foregoing resolution, and each of them, including, without limitation, the execution and filing with the Secretary of State of the State of Florida of Articles of Dissolution.

IN WITNESS WHEREOF, the undersigned have duly executed this Written Consent in order to give their consent thereto as of the 26 day of August, 2016.

SHAREHOLDERS AND SOLE DIRECTORS:

  
Jorge L. Menendez

  
Beatriz Menendez