

P05000102911

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From:
Account Name : HUNTON & WILLIAMS
Account Number : 120000000236
Phone : (305)810-2542
Fax Number : (305)810-2460

DISSOLUTION OR WITHDRAWAL

TECNIMARTE USA, INC.

Certificate of Status	0
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06 APR 25 AM 8:00

DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION
OF**

TECNIMARTE USA INC.

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, TecniMarte USA, Inc., a Florida corporation, hereby adopts the following Articles of Dissolution and certifies the following information for the purposes of dissolving the Corporation.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is TecniMarte, USA, Inc. (the "Corporation") The document number of the Corporation is P05000102911.

ARTICLE II - DATE OF AUTHORIZATION

These Articles of Dissolution were unanimously approved by TecniCard, Inc., a Florida corporation and CardMarte, Inc. a California corporation, representing the holders of all of the outstanding shares of common stock of the Corporation, and the sole voting group of the Corporation. Attached hereto is a copy of the Unanimous Written Consent of the Shareholders of the Corporation, duly signed by said shareholders, in which the shareholders consented to and authorized the dissolution of the Corporation effective as of April 17th, 2006. Dissolution was approved unanimously by the shareholders of the Corporation. The number of votes cast for dissolution was sufficient for approval.

ARTICLE III - EFFECTIVE DATE

These Articles of Dissolution shall be effective April 28th, 2006.

ARTICLE IV - LIABILITIES AND OBLIGATIONS

All liabilities and obligations of the Corporation have been paid or discharged, or adequate provision has been made therefor

ARTICLE V - PROPERTY AND ASSETS

All the remaining property and assets of the Corporation have been distributed to its shareholders

ARTICLE VI - PROPERTY AND ASSETS

There are no actions or suits pending against the Corporation in any court.


[Signatures on next page]

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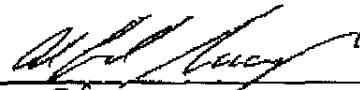
IN WITNESS WHEREOF, TechniMarte USA, Inc. has caused these Articles of Dissolution to be executed effective as of April 17, 2006

Shareholders:

TechniCard Inc.

By: 
Title: General Manager

CardMarte, Inc.

By: 
Title: Chairman

**UNANIMOUS WRITTEN CONSENT OF ALL OF THE SHAREHOLDERS
OF**

TECNIMARTE USA, INC.

Liquidation and Dissolution of Corporation

Pursuant to Section 607.1402(6) of the Florida Business Corporation Act, the undersigned, being all of the shareholders of TechniMarte USA, Inc., a Florida corporation (the "Corporation"), acting by written consent in lieu of a formal special meeting of the shareholders, do hereby adopt and approve the resolutions set forth below, and direct the Secretary of the Corporation to place this record of the resolutions set forth herein in the minutes of the proceedings of the shareholders of the Corporation.

WHEREAS, TechniCard, Inc. and CardMarte, Inc., being all of the shareholders of the Corporation each deem that it is in the best interests of the Corporation that the Corporation be liquidated and dissolved as soon as practicable, pursuant to the Plan of Complete Liquidation and Dissolution of the Corporation attached hereto as Exhibit A (the "Plan")

NOW, THEREFORE, BE IT RESOLVED, that the undersigned shareholders, constituting all of the shareholders of the Corporation, hereby unanimously authorize, approve and adopt the Plan, and the officers of the Corporation are expressly authorized to execute and file the Articles of Dissolution with the Florida Department of State and to negotiate, agree upon, execute and deliver from time to time in the name and on behalf of the Corporation, such agreements, consents, documents, instruments, certificates, notices and other assurances and to do and perform any and all such other actions and things as may to any of them seem necessary or proper to implement, effect, consummate and carry out the foregoing and the Plan.

Executed by the undersigned, constituting all of shareholders of the Corporation, effective as of April 17, 2006.

TechniCard Inc.

By: 

Title: General Manager

CardMarte, Inc.

By: 

Title: General Manager

EXHIBIT A

**Plan of Complete Liquidation and Dissolution of
TechniMarte USA, Inc.**

A. All of the assets of TechniMarte USA Inc., a Florida corporation (the "Corporation"), after payments of or provisions for all its liabilities, shall be assigned, transferred, conveyed and distributed 50% to TecniCard, Inc. and 50% to CardMarte, Inc. in complete liquidation of the Corporation as soon as practicable in one or more liquidating distributions, such distribution or distributions to be in complete cancellation and redemption of all of the shares of the Corporation.

B. The Corporation shall file on a timely basis with the Internal Revenue Service and any other governmental authority having jurisdiction, all forms, returns, documents and information required to be filed by reason of the complete liquidation of the Corporation.

C. As soon as practicable after the liquidation of the Corporation has been completed by distribution of all its remaining assets equally to the two corporate shareholders, the Corporation shall be voluntarily dissolved pursuant to the Florida Business Corporation Act, and the officers and directors of the Corporation are authorized to execute and file all documents necessary to effect such dissolution.

D. The officers and directors of the Corporation are empowered, authorized and directed to enter into, execute, deliver and file any and all agreements, documents or other instruments, and to do any and all other things in the name and on behalf of the Corporation which they may deem necessary or desirable to carry out the provisions, purposes and intent of this Plan.