

P08080076761

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C.COULLETTE

JUL 12 2011

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: TINSA USA INC

DOCUMENT NUMBER: P08000076761

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

Please return all correspondence concerning this matter to the following:

JORDI R TORRENTS

(Name of Contact Person)

JORDI R TORRENTS PA

(Firm/Company)

2655 LE JEUNE ROAD - SUITE 804

(Address)

CORAL GABLES - FL 33134

(City/State and Zip Code)

For further information concerning this matter, please call:

JORDI R TORRENTS

(Name of Contact Person)

at (305) 446-6244

(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

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:

TINSA USA INC

SECOND: The document number of the corporation (if known): P08000076761

THIRD: The date dissolution was authorized: 03/20/2011

Effective date of dissolution if applicable: DATE OF FILING

(no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signature: _____

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

JORDI R TORRENTS

(Typed or printed name of person signing)

SECRETARY

(Title of person signing)

FILED
DEPT. OF STATE
11 JUL 11 AM 10:54
CORPORATION

Filing Fee: \$35

**UNANIMOUS WRITTEN CONSENT
OF THE SHAREHOLDER AND DIRECTORS
OF
TINSA USA, INC., a Florida corporation**

The undersigned, being the sole Shareholder and Directors of, **TINSA USA, INC.** a Florida corporation (the "Corporation"), pursuant to the authority contained in Sections 607.0704 and 607.0821 of the Florida Business Corporation Act (the "Act"), do hereby consent to adopt the following corporate resolutions in lieu of a meeting of the Shareholder and Directors, waiving all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.

WHEREAS, the Directors have considered and approved and recommended to the Shareholders for adoption, the following plan of dissolution and complete liquidation of the Corporation; and the Shareholders do hereby adopt such plan.

NOW, THEREFORE, BE IT RESOLVED, that the following, constituting a plan of dissolution and complete liquidation of the Corporation ("Plan"), be, and hereby is, approved and adopted:

(a) Such dissolution of the Corporation shall proceed pursuant to Sections 607.1402 and 607.1403 of the Florida Business Corporation Act (the "Act").

(b) The dissolution shall be effective as of March 31, 2011 (the "Effective Date").

(c) The officers of the Corporation are authorized, pursuant to Section 607.1403 of the Act, to file with the Department of State of Florida such forms as deemed necessary and proper to accomplish such dissolution of the Corporation and, pursuant to Section 607.1405 of the Act, shall not after the Effective Date carry on any business, except to wind up and liquidate the Corporation's business and affairs, including, but not necessarily limited to, collecting the Corporation's assets, disposing of those of its assets not to be distributed in kind to the shareholders of the Corporation, discharging or making provision for discharging the Corporation's liabilities, and distributing the remaining assets to the shareholders of the Corporation.

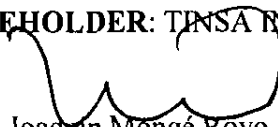
FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed to take all such actions and execute all such documents as he or she deems necessary to effectuate the foregoing Plan.

NOW THEREFORE, IT IS RESOLVED, to dissolve the Corporation and file Articles of Dissolution with the Florida Department of State.

FURTHER RESOLVED, that any officer of the Corporation is hereby authorized and directed to take any such actions as he or she may deem necessary or advisable in order to file the Articles of Dissolution of the Corporation and effect the dissolution of the Corporation.

IN WITNESS WHEREOF, the undersigned have hereunto executed this Written Consent as of this 20 day of March, 2011.

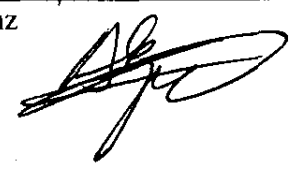
SHAREHOLDER: TNSA INTERNACIONAL DE INVERSIÓN S.L.

By: 
Title: CEO

DIRECTORS



Jordi R. Torrens



Alejandro Sanz