

PO9000038320

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP    ☐ WAIT    ☐ MAIL

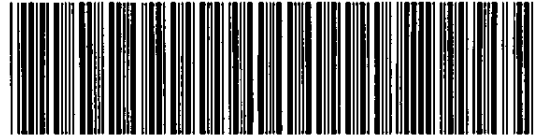
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
14 JAN 30 PM 2:16

Dissolution w/notice

FEB 04 2014

**T. CARTER**



**ROCA | GONZÁLEZ, P.A.**  
ATTORNEYS AT LAW

2601 SOUTH BAYSHORE DRIVE  
Suite 725  
MIAMI, FLORIDA 33133

TELEPHONE 305.859.6050  
FACSIMILE 305.859.6051

January 27, 2014

**Via Certified USPS**

Florida Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee FL 32314

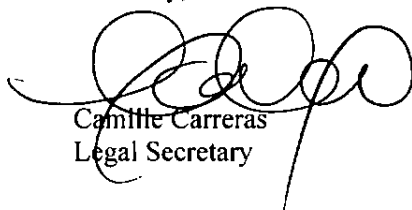
**Re: Articles of Dissolution – Notice of Dissolution - Elga Inc.**

To whom it may concern:

Enclosed please find Check No. 13803 in the amount of \$35.00, to cover the filling fee expense for the above referenced transaction.

If you have any questions or concerns, please contact our office at 305-859-6050.

Sincerely,



Camille Carreras  
Legal Secretary

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ELGA INC

**DOCUMENT NUMBER:** P09000038320

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

Please return all correspondence concerning this matter to the following:

Antonio Roca

(Name of Contact Person)

Roca Gonzalez, P.A.

(Firm/Company)

2601 South Bayshore Dr Suite 725

(Address)

Miami FL 33133

(City/State and Zip Code)

For further information concerning this matter, please call:

Ckahl@RGPA.com

(Name of Contact Person)

at ( 305 ) 859-6050

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |  |   |   |
|---|--|---|---|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(Additional copy is<br>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

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

14 JAN 30 PM 2:16

### 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:

ELGA INC

SECOND: The document number of the corporation (if known): P09000038320

THIRD: The date dissolution was authorized: January 23, 2014

Effective date of dissolution if applicable:  
(no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)

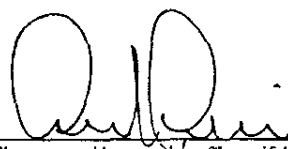
☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ 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)

LUIGI LEONI

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

Filing Fee: \$35

### Notice of Corporate Dissolution

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 607.1407, F.S.

This "*Notice of Corporate Dissolution*" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: ELGA INC

Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the *Articles of Dissolution*.

Description of information that must be included in a claim:

- 1) Name and mailing address of person/entity making the claim
- 2) Description of the nature of the claim and events giving rise to the claim
- 3) Statement of the amount of the claim
- 4) Any other information relevant to the claim


Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

ELGA INC  
ROCA GONZALEZ, PA  
2601 S. Bayshore Drive, Suite 725  
MIAMI, FLORIDA 33133

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

LUIGI LEONI

Printed Name of the Person Filing

  
Signature of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00

**WRITTEN ACTION OF SHAREHOLDERS AND DIRECTORS OF ELGA INC**  
**AUTHORIZING DISSOLUTION**

**THE UNDERSIGNED, LUIGI LEONI**, the sole Shareholder and Director of ELGA INC, a Florida Corporation ("Corporation"), hereby adopts the following Resolutions by Written Action in lieu of holding a meeting pursuant Florida Statutes Section 607.0704:

**RESOLVED**, that the Shareholders and Directors of the Corporation hereby unanimously elect to dissolve the Corporation pursuant to Section 607.1402, Florida Statutes (the "Dissolution"), which Dissolution shall be effective as soon as practicable.

**RESOLVED**, that in accordance with the terms of Chapter 607, inclusive, Florida Statutes, **LUIGI LEONI** in his capacity as Director of the Corporation, is hereby authorized to execute and file or have filed any and all necessary documents and instruments to effectuate the dissolution of the Corporation and the winding down of the Corporation's affairs, including but not limited to, Articles of Dissolution, notices to creditors, distributions of the Corporation's assets, if any, affidavits, bills of sale, certifications, applications, assignments, addendums and/or agreements, receipts, and any other collateral documents and instruments which are required in connection with the Dissolution and to give effect to the present resolutions.

**RESOLVED**, that the Shareholders and Directors of the Corporation acknowledge and agree that upon execution of this Written Action, no further amounts shall be withdrawn from any of the Corporation's account and that upon execution hereof, all assets of the Corporation, including but not limited to bank accounts, goodwill, inventory, real property, personal property and intellectual property, shall be the property of Seashore commensurate to its percentage of shares in the Corporation, which is 100%, as the Shareholder of the Corporation, and promptly distributed thereto.

**RESOLVED**, that in order to dispose of the known and unknown claims against the Corporation after Dissolution, **LUIGI LEONI**, in his capacity as Director of the Corporation, shall (i) sign the Affidavit attached hereto as Exhibit A and (ii) sign and have filed with the Florida Department of State, the Articles of Dissolution and Notice of Corporate Dissolution, attached hereto as Composite Exhibit B.

**EFFECTIVE** for all purposes as of the 23<sup>rd</sup> day of January, 2014.

**SHAREHOLDER:**



**LUIGI LEONI**

**DIRECTOR:**



**LUIGI LEONI**

**EXHIBIT A**  
**AFFIDAVIT OF LUIGI LEONI**

COUNTRY OF \_\_\_\_\_ )

PROVINCE OF \_\_\_\_\_ ) ss:  
\_\_\_\_\_ )

I, **LUIGI LEONI** ("Affiant"), in my capacity of Director of **ELGA INC**, a Florida corporation ("Corporation"), upon taking an oath, and in order to effectuate the dissolution of the Corporation and dispose of the known and unknown claims against it, if any, hereby depose and say:

1. Affiant hereby certifies that ☒ Affiant has no knowledge of any creditors of the Corporation or ☐ Affiant is aware that the following persons or entities are known creditors of the Corporation:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

2. Affiant hereby certifies that ☒ the Corporation has no known claims against it or ☐ Affiant is aware that the following persons or entities have known claims against the Corporation:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3. Affiant hereby certifies that ☒ the Corporation has no pending or threatened litigation or ☐ Affiant is aware that the following litigation is pending or threatened against the Corporation:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

4. Affiant hereby certifies that ☒ no judgment or decree has been entered in any court of this State or of the United States against the Corporation and remains unsatisfied or ☐ Affiant is aware that the following judgments or decrees have been entered against the Corporation and remain unsatisfied:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

5. Affiant further states that he is familiar with the nature of an oath; and with the penalties provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature.

6. Affiant further certifies that he has read, or has had read to him, the full facts of this Affidavit, understands its contents and attests to the same based on his own personal knowledge.

**UNDER PENALTY OF PERJURY, I DECLARE THAT I HAVE READ THE FOREGOING  
AFFIDAVIT AND THAT THE FACTS STATED IN IT ARE TRUE.**

  
\_\_\_\_\_  
LUIGI LEONI