

P11070099084

Florida Department of State
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Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)694-1639

DISSOLUTION OR WITHDRAWAL
ALEF312 CORPORATION

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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:

ALEF312 CORPORATION

SECOND: The document number of the corporation (if known): P11000099084

THIRD: The date dissolution was authorized: January 16, 2014

Effective date of dissolution (if applicable): January 16, 2014

(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)

Alexandre Santille

(Typed or printed name of person signing)

Director

(Title of person signing)

CONSENT TO ACTION BY
THE SHAREHOLDER AND DIRECTOR OF
ALEX312 CORPORATION

The undersigned, being the Shareholder and Director of ALEX312 Corporation, a corporation duly organized and existing under the laws of the State of Florida (the "Corporation"), do hereby consent to and take the following action in lieu of a meeting of the Shareholder and a meeting of Director of the Corporation, to have the same effect as actions taken at duly called meetings of the Shareholder and Director at which the Shareholder and Director were present and voting.

WHEREAS, the Shareholder and Director of the Corporation believe it to be in the best interest of Corporation that the Corporation be completely liquidated and dissolved,

NOW THEREFORE, be it:

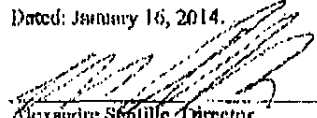
RESOLVED, the Shareholder and Director approve, authorize and consent to the complete liquidation and dissolution of the Corporation in accordance with the provisions of Section 607.1403 of the Florida Statutes, as amended and as provided in the Plan of Complete Liquidation attached hereto as Exhibit "A" (the "Plan") and incorporated herein;

FURTHER RESOLVED, the Shareholder and Director hereby acknowledge that the Shareholder of the Corporation holds 100% of the total stock of Corporation; and

FURTHER RESOLVED, the Director of Corporation is hereby fully authorized to execute any document on behalf of Corporation to effectuate the complete liquidation of Corporation; and

FURTHER RESOLVED, the Director shall perform all acts necessary for the Corporation to timely comply with the attached Plan of Complete Liquidation.

Dated: January 16, 2014.


Alexandre Santillo, Director

AGS Investimentos e Participações Ltda.,
a Brazilian company

By: 
Name: Alexandre Santillo, Director

By: 
Name: Cierda Santillo, Director

EXHIBIT A

ALRE312 CORPORATION

THIS PLAN OF COMPLETE LIQUIDATION (the "Plan") is effective as of January 16, 2014 and is attached as Exhibit "A" to the Consent to Action by the Shareholder and Director (the "Action") of , a Florida corporation (the "Corporation") and made a part thereof.

1. Corporation shall be completely liquidated in accordance with the provisions of Section 607.1403 of the Florida Statutes, as amended ("Statutes") and this Plan of Complete Liquidation.

2. AGS Investimentos e Participacoes Ltda., a Brazilian company (the "Sole Shareholder") hereby acknowledges that it is the owner of stock in the Corporation which: (a) possesses 100% of the total voting power of stock of Corporation; and (b) has a value of equal to 100% of the total value of stock of Corporation.

3. Pursuant to this Plan:

a. Corporation's directors have taken all reasonable steps to pay all corporate debt, taxes and other obligations or set up a reserve for the payment of Corporation's debts, taxes and other obligations.

b. Corporation's directors shall make distributions of all of the cash, other property, rights to property, and rights of Corporation in complete cancellation (or redemption) of all of Shareholder's issued and outstanding stock in Corporation.

4. All of the liquidating distributions (described in paragraph 3.b.) shall be completed within three (3) years after the close of the taxable year in which the first liquidating distribution is paid to the Shareholder. The first liquidating distribution shall be made during calendar year 2014.

5. As soon as the first liquidating distribution has been paid, Corporation will cease to be a going concern and its activities will be limited to winding up its affairs, paying its debts, distributing its remaining assets to its Shareholder, and dissolving.

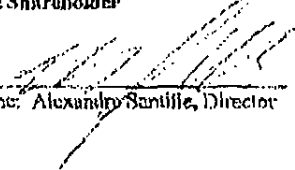
6. Corporation will retain no assets following its final liquidating distribution.

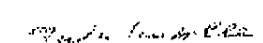
7. Corporation shall dissolve in accordance with Florida law as soon as practicable after the final liquidating distribution.

Dated: January 16, 2014.


Alexandre Santillo, Director

AGS Investimentos e Participações Ltda., a Brazilian company
Sole Shareholder

By: 
Name: Alexandre Santillo, Director

By: 
Name: Gerda Santillo, Director