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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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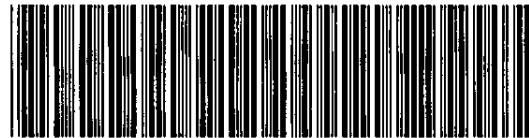
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
14 MAR 10 PM 11:07

Dissolution w/notice

MAR 12 2014

T. CARTER

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ATENAS REAL ESTATE, CORP.

**DOCUMENT NUMBER:** P12000002230

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

Please return all correspondence concerning this matter to the following:

Antonio L. Roca, Esq.

(Name of Contact Person)

ROCA GONZALEZ, PA

(Firm/Company)

2601 S. Bayshore Drive, Suite 725

(Address)

Miami, FL 33133

(City/State and Zip Code)

For further information concerning this matter, please call:

Carolyn Kahl

(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

## 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:

ATENAS REAL ESTATE, CORP.

SECOND: The document number of the corporation (if known): P1200002230

THIRD: The date dissolution was authorized: February 5, 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)

DANY E. DURAND

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

Filing Fee: \$35

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
14 MAR 10 PM 11:07

## 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: ATENAS REAL ESTATE, CORP.

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)

ATENAS REAL ESTATE, CORP.  
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.

DANY E. DURAND

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 ATENAS REAL ESTATE, CORP.  
AUTHORIZING DISSOLUTION**

**THE UNDERSIGNED, DANY E. DURAND**, being the President of **IMMOBILIARIA ATENAS, S.A.**, an entity formed under the laws of Paraguay ("**ATENAS**"), the Sole Shareholder of **ATENAS REAL ESTATE, CORP.**, a Florida corporation ("Corporation"), and being the Director of the Corporation, hereby adopts the following Resolutions by Written Action in lieu of holding a meeting pursuant Florida Statutes Section 607.0704:

**RESOLVED**, that the Sole Shareholder hereby elects to dissolve the Corporation pursuant to Section 607.1402, Florida Statutes ("Dissolution"), which Dissolution shall be effective as soon as practicable;

**RESOLVED**, that in accordance with the terms of Chapter 607, inclusive, Florida Statutes, **DANY E. DURAND** 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 Sole Shareholder and the Director 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 **ATENAS** commensurate to its percentage of shares in the Corporation, which is 100%, as the Sole Shareholder of the Corporation, and promptly distributed thereto; and,

**RESOLVED**, that in order to dispose of the known and unknown claims against the Corporation after Dissolution, **DANY E. DURAND**, in his capacity as President 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.

**[SPACE INTENTIONALLY LEFT BLANK]  
[SIGNATURE PAGE FOLLOWS]**

**EFFECTIVE** for all purposes as of the 5<sup>th</sup> day of February, 2014.

**SOLE SHAREHOLDER:**

**IMMOBILIARIA ATENAS, S.A.,**  
an entity formed under the laws of Paraguay

By: 

Print: **DANY E. DURAND**

Its: **PRESIDENT**

**SOLE DIRECTOR:**

  
**DANY E. DURAND**

**COUNTRY OF** \_\_\_\_\_ )  
 \_\_\_\_\_ ) **ss:**  
**PROVINCE OF** \_\_\_\_\_ )

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 [ X ] 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 [ X ] 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 PENALTIES OF PERJURY, I DECLARE THAT I HAVE READ THE FOREGOING AFFIDAVIT AND THAT THE FACTS STATED IN IT ARE TRUE.**

  
DANNY E. DURAND