

Jan. 2. 2013 9:07AM
Division of Corporations

SALVATORI & WOOD

No. 9207 Page 1-1

P12000017722

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H12000301845 3)))



H120003018453ABCY

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EFFECTIVE DATE

12-31-2012

To:

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

From:

Account Name : SALVATORI & WOOD, BUCKEL, PL
Account Number : I20030000112
Phone : (239) 552-4100
Fax Number : (239) 649-1706

12 DEC 27 PM 3:30

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED

13 JAN -2 AM 8:28

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**DISSOLUTION OR WITHDRAWAL
JAFI HOLDING CORP**

Certificate of Status	0
Certified Copy	1
Page Count	08/11
Estimated Charge	\$43.75

* Refaxing*

Initial fax
sent 12/27

@ 8:52 AM

Electronic Filing Menu

Corporate Filing Menu

Help

JAN - 2 2013

T. BROWN

Jan. 2. 2013 9:08AM

SALVATORI & WOOD

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Jodi Hanes

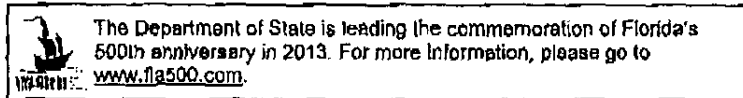
From: corphelp <corphelp@DOS.MyFlorida.com>
Sent: Wednesday, January 02, 2013 9:00 AM
To: Jodi Hanes
Subject: RE: Dissolution of JAFI Holding Corp -- H12000301845 3

Thank you for your email.

The entity is still in active status with the Division of Corporations. I would re-fax the Dissolution filing documents into our office.

Rob
Internet Access Section
Division of Corporations

Florida is headed in the
right direction!
[Click to Enlarge](#)



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From: Jodi Hanes [<mailto:jlh@swbnaples.com>]
Sent: Wednesday, January 02, 2013 8:48 AM
To: corphelp
Subject: Dissolution of JAFI Holding Corp -- H12000301845 3

Good morning and happy New Year!

I am inquiring on the status of the above-referenced filing, faxed on 12/27 at 8:52am. According to the website it is still an active entity.

Thank you for any information you can provide.

Enjoy your day!

Jodi Hanes, FRP
Florida Registered Paralegal
Salvatori, Wood & Buckel
9132 Strada Place, Fourth Floor
Naples, FL 34108-2683
Main: 239.552.4100
Direct: 239.552.4133
Fax: 239.649.0158
Email: jlh@swbnaples.com
Website: www.swbnaples.com

IRS Circular 230 Disclosure: To ensure compliance with requirements imposed by the IRS, we inform you that any U.S. Federal tax advice contained in this communication (including any attachments) is not intended or written to be used, and cannot be used, for the

Jan. 2. 2013 9:08AM : SALVATORI & WOOD

No. 9207 P. 3

purpose of (i) avoiding penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein.

The information contained in this transmission may be attorney/client privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by e-mail or by telephone collect at 239-552-4100 and delete the original message. Thank you.

Jan. 2. 2013 9:08AM SALVATORI & WOOD

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P. 1

* * * Communication Result Report (Dec. 27. 2012 8:52AM) * * *

}} SALVATORI & WOOD

Date/Time: Dec. 27. 2012 8:49AM

File	No. Mode	Destination	Pg(s)	Result	Page Not Sent
9188	Memory TX	18506176380	P. 8	OK	

Reason for error
E. 1) Hang up or line fail
E. 2) No answer
E. 3) Exceeded max. E-mail size

E. 2) Busy
E. 4) No facsimile connection

Division of Corporations

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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((H120003015453)))

11/20/2012 10:00:00 AM FAX 18506176380

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To: Division of Corporations
Fax Number : (850) 617-4383

From: Account Name : SALVATORI & WOOD, SUCCRY, FL
Account Number : 22839600118
Phone : (239) 652-0100
Fax Number : (239) 649-1704

DISSOLUTION OR WITHDRAWAL
JAY HOLDING CORP

Certificate of Status	0
Qualified Copy	1
Page Count	22
Estimated Charge	\$48.75

Electronic Filing Menu Corporate Filing Menu Help

((H12000301845 3)))

ARTICLES OF DISSOLUTION
Of
JAFI HOLDING CORP

Pursuant to §§ 607.1402 and 607.1403, Florida Statutes, this Florida corporation submits the following articles of dissolution:

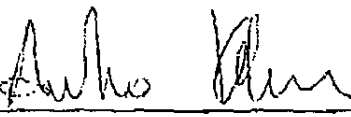
FIRST: The name of the corporation is: JAFI HOLDING CORP

SECOND: The Document number of the corporation is P12000017722 .

THIRD: The dissolution of the Corporation was approved by the Unanimous Written consent of the Sole Director and all of the Shareholders of the Corporation in accordance with Fla. Stat. §607.1402 on the 27 day of December 2102. The number of votes cast was sufficient for dissolution under the Articles, Bylaws and the Florida Business Corporations Act.

FOURTH: The effective Date of these Articles of Dissolution is December 31, 2012.

Dated this 27 day of December __, 2012.

CORPORATION	
	Jafi Holding Corp, a Florida corporation
	By:  Antonio Velardo, Sole Director

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 DEC 27 PM 3:30

EFFECTIVE DATE
12-31-12

((H12000301845 3))

Agreement and Plan of Liquidation and Dissolution of Jafi Holding Corp

This Agreement and Plan of Liquidation and Dissolution ("Plan") is entered into this 27 day of December, 2012 ("Execution Date") and made effective as of December 31, 2012 ("Effective Date") between JAFI HOLDING CORP, a Florida corporation ("Corporation"), and LTB Consulting SuarL, a Tunisian Societe Unipersonnelle and Jacopo Benevento and Francesco L'Abbate, (each individually referred to as a "Shareholder" and collectively as the "Shareholders") for the purpose of effecting the liquidation and dissolution of the Corporation in accordance with the requirements of the Internal Revenue Code ("Code") and Chapter 607 of the Florida Statutes, the Florida Business Corporations Act (the "Act").

Recitals

Whereas, Antonio Velardo, the sole Director of the Corporation ("Sole Director") of the Corporation and the Shareholders have determined that the purposes of the Corporation have been fulfilled and that they collectively desire to terminate the existence of the Corporation and distribute the net proceeds of the Corporation; and

Whereas, the Sole Director and Shareholders have taken steps to sell all property of the Corporation and to pay off or make provisions to pay off all creditors by December 31, 2012 and to distribute the net proceeds to the Shareholders in liquidation of their respective interest in the Corporation.

NOW THEREFORE, the Corporation, the Sole Director and the Shareholders ("Parties") hereby agree as follows:

1. The foregoing recitals are true and correct and incorporated into this Plan by reference.
2. The Plan as presented has been adopted by unanimous written consent by the Shareholders and the Sole Director of the Corporation on the Execution Date as evidenced by the last Shareholder and/or Director executing the written consent attached to this Plan as Exhibit A.
3. The effect of the adoption of the Plan is to cause the Corporation to liquidate as of December 31, 2012.
4. The Unanimous Written Consent of the Sole Director and Shareholders is sufficient under the Bylaws, Articles and the Act to result in the liquidation and dissolution of the Corporation.

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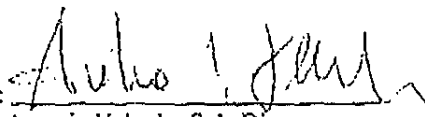
5. After December 31, 2012 the Corporation shall not perform business activities other than those required for the winding up of its affairs, preserving the value of its assets, and distributing its assets in accordance with this Plan. The liquidation and dissolution is to be effected as promptly as possible and in no event later than December 31, 2012.
6. The proportionate interest of the Shareholders in the net assets of the Corporation shall be determined on the basis of the ownership of the outstanding shares of stock of the Corporation.
7. It is agreed that as of the close of business on December 31, 2012 the Sole Director with the consent of the Shareholders shall set aside a reserve fund of an amount to be determined by the Sole Director in consultation with the Corporation's independent Certified Public Accountant, sufficient to pay all unpaid Federal and Florida income taxes, accounting and legal fees, known or reasonably ascertainable creditors and miscellaneous fees and expenses in connection with execution of this Plan ("Liquidation Expenditures"). Such reserve fund shall be held in escrow by the law firm of Salvatori, Wood and Buckel, P.L. attorneys for Corporation, to be held by them for the payment of the Liquidation Expenditures. Any amount remaining in the reserve fund following the payment of the Liquidation Expenditures shall be distributed proportionately to the Shareholders in accordance with their share ownership in the Corporation.
8. The Sole Director shall follow the procedures detailed in Fla. Stat. §607.1406 in dealing with the Liquidation Expenditure to limit the liability of the Director and the Shareholders in liquidation of the Corporation.
9. If the amount of the reserve fund determined in accordance with the provisions of paragraph 7 should prove to be insufficient to cover the Liquidation Expenditures, any excess liability shall be paid entirely by the contribution of cash by the Shareholders in accordance with their share ownership in the Corporation. Each of the Shareholders agrees to indemnify and hold harmless the other Shareholders from paying more than their respective share of the Liquidation Expenditures. This liability of the Shareholders to contribute to the payment of the Liquidation Expenditures shall extend to the Statute of Limitations for such claims. This paragraph shall not apply to unknown claims or unascertainable creditors as of the Effective Date or thereafter.
10. The Sole Director declares a liquidating dividend to the Shareholders equal to the Net Assets of the Corporation less the amount of the Liquidating Expenditures payable December 31, 2012.
11. The Sole Director shall cause to be executed on the Execution Date and filed on or before the Effective Date, Articles of Dissolution in the Form attached as Exhibit B with the Florida Department of State, Division of Corporations. In addition to the filing of the final income tax and other tax returns of Corporation, the directors and officers shall execute and file Treasury Department Form 966 and Forms 1096 and 1099L, and all other tax returns, certificates, documents, and information required to be filed by reason of the complete liquidation and dissolution of the Corporation.

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12. The Sole Director of the Corporation shall execute and consummate the Plan, and shall have power to adopt all resolutions, execute all documents, execute all pay rollings and file all papers, and take all necessary action they deem necessary or desirable for the complete liquidation and dissolution of the Corporation.

IN WITNESS WHEREOF, the Parties have caused this Agreement and Plan of Liquidation and Dissolution to be executed by the Sole Director on the Execution Date as provided in the Unanimous Written Consent

	CORPORATION
	Jafi Holding Corp, a Florida corporation
	By:  Antonio Velardo, Sole Director

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((H12000301845 3)))

Unanimous Written Consent of the Sole Director
and Shareholders
of
Jafi Holding Corp, a Florida corporation

This Unanimous Written Consent of the Sole Director and Shareholders of Jafi Holding Corp, a Florida corporation ("Corporation") shall be effective on the latest signature of the Shareholders required to sign.

The following resolutions are adopted by the Sole Director and the Shareholders as if resolved at a meeting validly noticed and called for such purposes.

Whereas, Antonio Petzold, the sole Director of the Corporation ("Sole Director") of the Corporation and the Shareholders executing this Unanimous Written Consent, representing all of the Shareholders of the Corporation have determined that the purposes of the Corporation have been fulfilled and that they collectively desire to terminate the existence of the Corporation and distribute the net proceeds of the Corporation;

Whereas, the Sole Director has presented to the Shareholders the Plan of Dissolution and Articles of Dissolution of the Corporation in draft; and

Whereas, the Sole Director and Shareholders have taken steps to sell all property of the Corporation and to pay off or make provisions to pay off all creditors by December 31, 2012 and to distribute the net proceeds to the Shareholders in liquidation of their respective interest in the Corporation.

It is hereby:

RESOLVED: That the Plan of Liquidation and Dissolution of the Corporation ("Plan") and the accompanying Articles of Dissolution ("Articles") are hereby adopted;

RESOLVED FURTHER: That the Sole Director is authorized to take such actions and perform such duties as are in conformance with the complete execution and resolution of the duties and obligations set forth in the Plan;

RESOLVED FURTHER: That the Sole Director shall have the power to execute all documents, drafts, checks, tax returns, real estate closing statements, deeds, satisfactions and other forms of documentation necessary to carry out the duties and obligations of the Corporation under the Plan.

Plan of Liquidation and Dissolution of Jafi Holdings Corp
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RESOLVED FURTHER: That the Shareholders acknowledge and agree to indemnify each other for the amounts set forth in paragraph 9 of the Plan.

RESOLVED FURTHER: That this Unanimous Written consent may be signed in counterpart and such signatures may be faxed or sent by scanning and e-mailing the Shareholder's signature to the Sole Director, with the complete set of signatures constituting a corporate action

THERE BEING NO FURTHER BUSINESS THESE MINUTES ARE PRESENTED TO THE SOLE DIRECTOR AND SHAREHOLDERS FOR THEIR EXECUTION WITH THE FINAL RECEIVED SIGNATURE CONSTITUTING THE EXECUTION DATE OF THIS UNANIMOUS WRITTEN CONSENT

Sole Director	Shareholders
 Antonio Velardo	LTB Consulting SncL, a Tunisian Societe Unipersonelle By:  Antonio Velardo
	Francesco L'Abbate, Gerant
	Jacopo Benevento

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Jan. 2. 2013 9:10AM

SALVATORI & WOOD


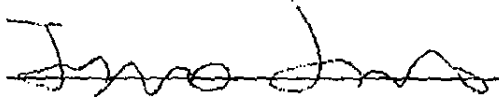
((H12000301845 3)))

No. 9207 P. 11

RESOLVED FURTHER: That the Shareholders acknowledge and agree to indemnify each other for the amounts set forth in paragraph 9 of the Plan.

RESOLVED FURTHER: That this Unanimous Written consent may be signed in counterpart and such signatures may be faxed or sent by scanning and e-mailing the Shareholder's signature to the Sole Director, with the complete set of signatures constituting a corporate action

THERE BEING NO FURTHER BUSINESS THESE MINUTES ARE PRESENTED TO THE SOLE DIRECTOR AND SHAREHOLDERS FOR THEIR EXECUTION WITH THE FINAL RECEIVED SIGNATURE CONSTITUTING THE EXECUTION DATE OF THIS UNANIMOUS WRITTEN CONSENT

Sole Director	Shareholders
Antonio Velardo	Antonio Velardo
	
	

((H12000301845 3)))