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Division of Corporations Page 1 of 1

Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : SHUTTS & HOWEN, LLP
Account Number : 076447000313
Phone : (305) 358-6300
Fax Number : (305) 347-7750

**DISSOLUTION OR WITHDRAWAL
COFE WESTERN WAY CORPORATION**

Certificate of Status	0
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December 23, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

COFE WESTERN WAY CORPORATION
1500 SAN REMO
145
CORAL GABLES, FL 33146

SUBJECT: COFE WESTERN WAY CORPORATION
REF: P13000048299

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please include the date the dissolution was authorized by the shareholders. It must be on or prior to the date the dissolution was submitted to our office. You may list Dec 31 as an EFFECTIVE date. Please change the date that Mike Verdeja signed the document to be on or prior to the date the document was submitted to our office.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

TD: Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H15000300887
Letter Number: 515A00026847

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6-31-15

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
COFE WESTERN WAY CORPORATION

1. The name of the corporation is COFE WESTERN WAY CORPORATION (the "Corporation").
2. The Corporation elected to dissolve pursuant to the Unanimous Written Consent of its Shareholder and Board of Directors, which Written Consent was effective as of December 31, 2015. A copy of such Written Consent adopted on December 18, 2015, is attached hereto.
3. The dissolution was approved by the Shareholder. The number of votes cast for dissolution was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 18th day of December, 2015.

COFE WESTERN WAY CORPORATION

By: 

Mike Verdeja, CFO

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**UNANIMOUS WRITTEN CONSENT
OF
THE SOLE SHAREHOLDER AND THE BOARD OF DIRECTORS
OF
COFE WESTERN WAY CORPORATION**

The undersigned, being the holder of all the voting shares ("Shareholder") and all of the members of the Board of Directors ("Directors") of **COFE WESTERN WAY CORPORATION**, a Florida corporation (hereinafter the "**Corporation**"), do hereby consent to the adoption and approval of the following resolutions:

Adoption of Plan of Complete Liquidation and Dissolution

WHEREAS, the Directors of the Corporation deem it advisable and in the best interests of the Corporation and its Shareholder that the Corporation be completely liquidated and dissolved; and

WHEREAS, the Directors find that it is advisable to adopt a plan of complete liquidation in accordance with the requirements of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Shareholder of the Corporation deems it advisable and in its best interest that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation presented to it by the Directors of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

1. The officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.

2. As soon as practicable, the officers of the Corporation shall wind up the affairs of the Corporation; pay or provide for the payment of any of its remaining liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses, if they deem such a reserve to be desirable; and distribute to the Shareholder of the Corporation in cancellation of its shares, any remaining assets of the Corporation subject to any remaining unpaid liabilities.

3. If a reserve is established to meet claims against the Corporation, the officers of the Corporation shall arrange for the distribution of any unused balance of such reserve to the Shareholder as soon as practicable.

4. The officers of the Corporation are authorized and directed to file Form 966, Corporate Dissolution or Liquidation, with the Internal Revenue Service together with a certified copy of this Resolution, within 30 days after the date hereof.

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5. The officers of the Corporation are authorized and directed to file such other forms and documents required by the State of Florida, including, but not limited to, Articles of Dissolution, and by the federal government, including tax returns, as soon as possible after distribution of the Corporation's remaining assets.

FURTHER RESOLVED, that the officers of the Corporation, be, and they hereby are, authorized and directed to execute whatever instruments and documents, and take whatever additional actions they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolution.

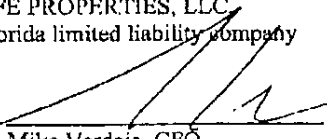
Counterpart Execution

RESOLVED, that the Shareholder and the Directors of the Corporation be, and each of them hereby is, authorized to execute this Written Consent in one or more counterparts and that, upon such execution by the Shareholder and the Directors of the Corporation, this Written Consent be, and as of the effective date hereof, it hereby is, approved and adopted as the act and deed of the Shareholder and the Directors of the Corporation.

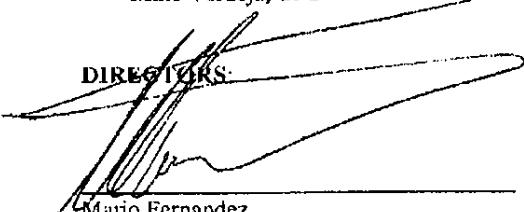
Effective Date: December 31, 2015.

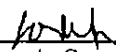
SHAREHOLDER:

COFE PROPERTIES, LLC
a Florida limited liability company

By: 
Mike Verdeja, CFO

DIRECTORS:


Mario Fernandez


Eugenio Cosculluela, Jr.

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