

**P130000075209**

**Florida Department of State  
Division of Corporations  
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**To:**

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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  
IE HAY CORP.**

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**ARTICLES OF DISSOLUTION  
OF  
IE HAY CORP.**

The undersigned, being the President of IE HAY CORP., a Florida corporation (the "Corporation"), pursuant to Section 607.1403 of the Florida Statutes, does hereby certify these Articles of Dissolution.

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1. **Name:**

The name of the Corporation is: IE HAY CORP.

2. **Document Number:**

The document number of the corporation is: P13000075209

3. **Date Authorized:**

Dissolution was authorized on December 17, 2014.

4. **Adoption of Dissolution:**

The dissolution was authorized and approved by the written consent of the sole shareholder and the directors of the Corporation, which written consent for dissolution was sufficient for approval. See attached Written Consent to Action and Plan of Complete Liquidation.

5. **Effective Date:**

The effective date of dissolution shall be the date of the filing of these Articles of Dissolution with the Florida Department of State.

Executed this 17<sup>th</sup> day of December, 2014.

By: Andrea A. Matunaga  
Name: Andrea A. Matunaga  
Title: President

**CONSENT TO ACTION BY**  
**THE SHAREHOLDER AND DIRECTORS OF**  
**IE HAY CORP.**

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The undersigned, being all of the Shareholders and Directors of IE HAY CORP., a corporation duly organized and existing under the laws of the State of Florida (the "Company"), do hereby consent to and take the following action in lieu of a meeting of Shareholders and a meeting of Directors of the Company, to have the same effect as actions taken at duly called meetings of the Shareholders and Directors at which all Shareholders and Directors were present and voting.

WHEREAS, the sole Shareholder and the Directors of the Company believe it to be in the best interest of Company that the Company 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 Company 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 Directors hereby acknowledge that the Shareholder of the Company holds 100% of the total stock of Company; and


**FURTHER RESOLVED**, the Directors and Officers of the Company are hereby fully authorized to execute any document on behalf of Company to effectuate the complete liquidation of Company; and

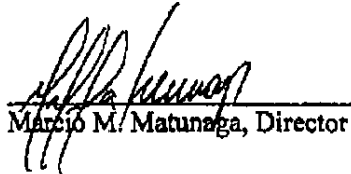
**FURTHER RESOLVED**, the Director shall perform all acts necessary for Company to timely comply with the attached Plan of Complete Liquidation.

*[Signatures Page to Consent to Action]*

Dated: December 17, 2014

  
Andrea A. Matunaga, Director

  
Fabio H. Matunaga, Director

  
Marcio M. Matunaga, Director

  
Renato V. Matunaga, Director

Shadowcatt Ventures Ltd., a British Virgin  
Islands Company, sole Shareholder

By:   
Name: Andrea A. Matunaga  
Title: Director

**EXHIBIT A**

**IE HAY CORP.**

**THIS PLAN OF COMPLETE LIQUIDATION** (the "Plan") is effective as of December 17, 2014 and is attached as Exhibit "A" to the Consent to Action by the Shareholder and Directors (the "Action") of IE HAY Corp., a Florida corporation (the "Company") and made a part thereof.

1. Company 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. Shadowcatt Ventures Ltd., a British Virgin Islands company (the "Shareholder") hereby acknowledges that it is the owner of stock in Company which: (a) possesses 100% of the total voting power of stock of Company; and (b) has a value of equal to 100% of the total value of stock of Company.

3. Pursuant to this Plan:

a. The Company'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 the Company's debts, taxes and other obligations.

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

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. The Company's has no remaining assets.

6. As soon as the first liquidating distribution has been paid, Company 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.

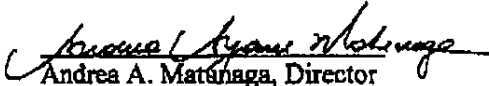
7. Company will retain no assets following its final liquidating distribution.

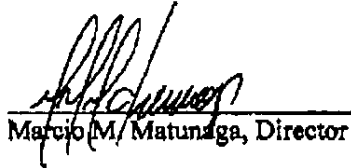
8. Company shall dissolve in accordance with Florida law as soon as practicable after the final liquidating distribution.

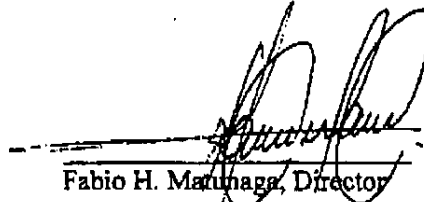
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*[Signatures Page to Plan of Liquidation]*

Dated: December 17, 2014


  
Andrea A. Matunaga, Director

  
Marcio M. Matunaga, Director

  
Fabio H. Matunaga, Director

  
Renato E. Matunaga, Director

**Shadowcatt Ventures Ltd., a British Virgin  
Islands Company, sole Shareholder**

By:   
Name: Andrea A. Matunaga  
Title: Director