

P92000012398

Florida Department of State
Division of Corporations
Public Access System

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.

(((H05000103395 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0380

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 APR 26 PM 2:57

FILED

RECEIVED

05 APR 26 AM 9:33

DIVISION OF CORPORATIONS

DISSOLUTION

NOGE INVESTMENTS, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$43.75 |

HD50000103395

ARTICLES OF DISSOLUTION
OF
NOGE INVESTMENTS, INC.

(5)

05 APR 26 PM 2:57
RECEIVED
CLERK OF THE COURT
TALLAHASSEE, FLORIDA

FILED

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the above-named Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

ARTICLE ONE
NAME

The name of the Corporation is "NOGE INVESTMENTS, INC."

ARTICLE TWO
OFFICERS

The name and address of its sole officer are:

| <u>Name</u> | <u>Office</u> | <u>Address</u> |
|------------------|--|--|
| STEVEN L. CANTOR | President, Vice President Secretary and Treasurer | 1001 Brickell Bay Dr., Suite #3112 Miami, FL 33131 |

ARTICLE THREE
DIRECTORS

The name and address of its sole director are:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| STEVEN L. CANTOR | 1001 Brickell Bay Dr., #3112 Miami, Florida 33131 |

P92000012398

HD50000103395

**ARTICLE FOUR
LIABILITIES**

All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.

**ARTICLE FIVE
DISTRIBUTION OF ASSETS**

All remaining property and assets of the Corporation have been distributed among the shareholders in accordance with their respective rights and interests.

**ARTICLE SIX
LEGAL ACTIONS**

There are no actions pending against the Corporation in any court.

**ARTICLE SEVEN
ELECTION TO DISSOLVE**

A copy of the Corporate Consent of Shareholders to Dissolve, having been signed by all of the shareholders of the Corporation effective on the 25 day of April, 2005 is attached hereto.

DATED effective this 25 day of April, 2005.

**NOGE INVESTMENTS, INC.,
a Florida corporation**



**STEVEN L. CANTOR,
Sole Officer and Director**

\\ADOC\SMS\Steven.Purtenberg\NOGE\Articles of Dissolution.doc

**JOINT WRITTEN CONSENT
OF SOLE DIRECTOR AND SOLE SHAREHOLDER
OF
NOGE INVESTMENTS, INC.**

The undersigned, constituting the Sole Director and the sole Shareholder of **NOGE INVESTMENTS, INC.**, a Florida corporation, (the "Corporation") do hereby consent, pursuant to the Florida General Corporation Act, to the adoption of the following preambles and resolutions in lieu of a special joint meeting of the Board of Directors and Shareholder of the Corporation:

WHEREAS, THOME VENTURES INC., a British Virgin Islands company, is the owner of all 50,000 shares of the common stock of the Corporation, which constitute all of the issued and outstanding shares of the Corporation.

WHEREAS, the Corporation desires to adopt a Plan of Liquidation.

NOW, THEREFORE, BE IT RESOLVED, that the Plan of Liquidation of the Corporation in the form attached hereto, is hereby approved, ratified and adopted, thereby permitting the liquidation of the Corporation in accordance with ' 331 of the Internal Revenue Code, as amended (the "Code"), and the dissolution of the Corporation pursuant to Florida Statutes ' 607.1402; and

RESOLVED, that the President and Secretary of the Corporation be, and they are hereby authorized, empowered and directed in the name and on behalf of the Corporation, to take such additional action and to execute and deliver such additional agreements, documents and instruments as they may deem necessary or appropriate to implement the provisions of the foregoing resolutions, the authority for the taking of such action and the execution and delivery of such agreements,

HUS000103395

documents and instruments to be conclusively evidenced thereby.

IN WITNESS WHEREOF, the undersigned have executed this unanimous Joint Written
Consent effective as of the 18th day of February, 2005.

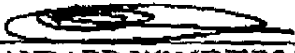
NOGE INVESTMENTS, INC.,
a Florida corporation



STEVEN L. CANTOR
Sole Officer and Director

Sole Stockholder:

THOME VENTURES INC.
a British Virgin Islands corporation

By: 

STANDARD NOMINEES LIMITED,
Sole Director

HUS000103395