

P93000023113

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN JAN 23 2003

Dissolution

Sunstate Research  
Requester's Name

\_\_\_\_\_  
Address

\_\_\_\_\_  
City/State/Zip

\_\_\_\_\_  
Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Sigen Corporation  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in  
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**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☒ Dissolution/Withdrawal
- ☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Ken Detzner  
Secretary of State

January 21, 2003

SUNSTATE RESEARCH

TALLAHASSEE, FL

SUBJECT: SIGEN CORPORATION  
Ref. Number: P93000023113

*Copy of consent  
now attached!  
Thanks!*

We have received your document for SIGEN CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the written consent referred to in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown  
Document Specialist

Letter Number: 003A00003377

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03 JAN 23 PM 1:46  
DIVISION OF CORPORATIONS

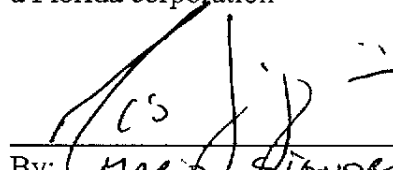
ARTICLES OF DISSOLUTION  
OF  
SIGEN CORPORATION

FILED  
03 JAN 23 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of this corporation is SIGEN CORPORATION.
2. SIGEN CORPORATION elected to dissolve pursuant to the Unanimous Written Consent of its Shareholders, which Written Consent was effective as of June 28, 2002 A copy of such Written Consent is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 28<sup>th</sup> day of June, 2002.

SIGEN CORPORATION,  
a Florida corporation

  
By: MARIO SIGNORINI  
Its: PRESIDENT

(Corporate Seal)

**UNANIMOUS WRITTEN CONSENT  
OF THE SHAREHOLDERS OF  
SIGEN CORPORATION**

The undersigned, being all of the Shareholders of SIGEN CORPORATION, a Florida corporation (the "Corporation"), do hereby consent to the adoption and approval of the following resolutions:

**Adoption of Plan of Complete Liquidation and Dissolution**

WHEREAS, the Corporation was formed to own and hold certain real property (the "Property"); and

WHEREAS, each of the Shareholders of this Corporation deems it advisable and in the best interest of the Corporation and its Shareholders that the Corporation be completely liquidated and dissolved; and

WHEREAS, each of the Shareholders finds 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, each of the Shareholders of this 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.

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, including all costs of transfer of any of the property distributed to the shareholders in complete liquidation, including documentary stamp taxes, surcharges, legal fees, and title insurance.
2. As soon as practicable, the officers shall wind up the affairs of the Corporation; pay or provide for the payment of its 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 each Shareholder 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 shall arrange for the payment of any unused balance directly to the condominium association, of which it was a member, as equal prorata dues of each shareholder.

4. The officers of the Corporation are authorized and directed to file, or to have counsel for the Corporation 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.

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 all of the Corporation's assets.

Waiver of Other Requirements

RESOLVED, that the preparation of annual financial statements for the Corporation, within any specific period of time, for this year and all prior years be, and it hereby is, waived.

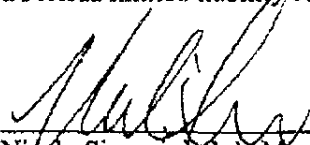
Other Actions

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 Resolutions.

**[REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY]**

Effective Date: June 28, 2002

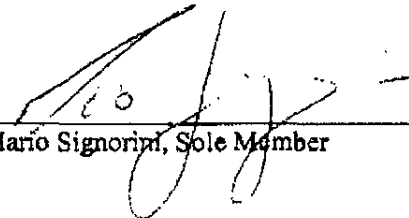
SIGEN ENTERPRISES LLC,  
a Florida limited liability company

  
\_\_\_\_\_  
Nicolo Signorini, Sole Member

SIGEN INVESTMENTS LLC,  
a Florida limited liability company

  
\_\_\_\_\_  
Gianfredo Signorini, Sole Member

SIGEN PROPERTIES LLC,  
a Florida limited liability company

  
\_\_\_\_\_  
Mario Signorini, Sole Member

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