

P93000046690

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March 10, 1999

Bureau of Public Records
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee FL 32314

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-03/29/99-01137--002
*****35.00 *****35.00

Re: Articles of Dissolution, **RICHARD ELECTRIC
DISTRIBUTORS, INC.** File 5591.03

Sir/Madam:

For filing amongst your records, enclosed are the Articles of Dissolution of subject Florida corporation-for-profit.

Also, enclosed is a check for \$35.00, amount of the filing fees.

Do not hesitate to contact me immediately, if anything further is required to complete this filing.

Sincerely yours,



Agustin de Goytisolo, P.A.
Senior Counsel

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FILED
99 MAR 29 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION
OF
RICHARD ELECTRIC DISTRIBUTORS, INC.**

FILED
99 MAR 29 PM 2: 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned in her capacity as president, duly authorized by all shareholders and directors of this Corporation, hereby executes, acknowledges and files the following Articles of Dissolution for the purpose of recording the dissolution of a Florida corporation for profit organized under the laws of the State of Florida, to wit:

ARTICLE I - Name and Incorporation

The name of the corporation is **RICHARD ELECTRIC DISTRIBUTORS, INC.** (the "Corporation"), that was incorporated under Articles of Incorporation filed with the Florida Department of State on June 25, 1993, which were effective as the following June 28th, being assigned number P93000046690.

ARTICLE II - Dissolution by Shareholders & Directors

The shareholders and directors of this Corporation by unanimous written consent, without need of a formal meeting, as of September 10, 1998 adopted the following:

RESOLVED, to approve the Plan proposed by the President for the liquidation of the Corporation, with appropriate provisions for the payment of all debts thereof.

RESOLVED, that the Board of Directors be and hereby is authorized and empowered, without further action by the shareholders, to convert all the property and assets of this Corporation into cash, and to take any and all actions, and to do any and all acts which may, in its opinion, be necessary or proper to wind up the affairs of the company.

RESOLVED, that the property and assets of this Corporation be distributed in cash or in specie, or part in cash and part in specie, proportionately among the shareholders.

RESOLVED, that the Corporation be and it is hereby dissolved as of September 10, 1998 and that the Board of Directors of the Corporation immediately take all necessary steps to consummate its dissolution.

FURTHER RESOLVED, that the President, the Secretary and the Treasurer of the Corporation, any one of them acting severally, be and they are hereby authorized, empowered and directed to cause notice of the adoption of the above resolutions to be given as well as to file and record any documents, as may be required by Law, including any corrective ones deemed necessary or desirable for the complete and final dissolution of this Corporation, without any limitation whatsoever.

ARTICLE III - President's Further Declaration

The undersigned, in his capacity aforesaid, also declares that:

- (i) No debts of the Corporation remain unpaid;
- (ii) The net assets of the Corporation remaining after winding up have been distributed to the persons who were to be the shareholders of this Corporation; and
- (iii) All Corporation's shares of stock, originally issued, have been marked canceled.

Accordingly, the undersigned in such capacity requests that the charter of this Corporation be canceled upon the filing of these presents.

ARTICLE IV - Last Acting Directors & Officers

The last acting directors and officers of this Corporation, who exercised their respective offices through the dissolution thereof, are:

<u>Name:</u>	<u>Office:</u>	<u>Address:</u>
Gladys Espallargas	President and Director	7271 NW 8th Street Miami 33126
Julián Fernández, Jr.	Vice President and Director	Same address
Justina Lage	Director	Same address
José Paz	Director	Same address
José A. Gómez	General Manager	Same address, and
Agustin de Goytisolo	Assistant Secretary	1000 Brickell Ave- nue, Ste. 660, Miami FL 33131

IN WITNESS WHEREOF, the undersigned, the sole director and president of the Corporation, hereby executes these Articles of Dissolution on this 10th day of December, 1997.

Witnesses:

[Signature]

Gladys Espallargas
GLADYS ESPALLARGAS
Director and President

[Signature]
AS TO PRESIDENT

ATTEST:

[Signature]
AGUSTIN DE GOYTISOLO, ASSISTANT SECRETARY

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

I, the undersigned, hereby certify that on the day and year first above written, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared the person identified above as the party to these Articles of Dissolution, to me known, who executed the foregoing document in his respective capacity and he acknowledged before me that he had executed the same.

WITNESS MY HAND AND SEAL in the County and State aforesaid on the date hereinabove expressed.

Karen Smester
Notary Public, State of Florida

Printed Name of Notary:
Commission number:
Expiration of Commission:
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