

CAPITAL CONNECTION, INC.

1000 E. Washington Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • (904) 224-8870 • (904) 224-8870

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Victoria, Inc.

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*****43.75 *****43.75

- Art of Inc. File *less*
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal *Corporation*
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAR 31 PM 1:40

FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAR 31 AM 10:20

RECEIVED

Signature

Requested by: LM 3/31 9:57
Name Date Time

Walk-In _____ Will Pick Up _____

ARTICLES OF DISSOLUTION

OF

VITORIA, INC.

FILED
00 MAR 31 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "VITORIA, INC."

**ARTICLE TWO
OFFICERS**

The name and address of its sole officer is:

<u>Name</u>	<u>Address</u>
Manoel Carlos de Mattos Vieira	7601 E. Treasure Drive, #1023 N. Bay Village, FL 33141

**ARTICLE THREE
DIRECTOR**

The name and address of its sole director is:

<u>Name</u>	<u>Address</u>
Manoel Carlos de Mattos Vieira	7601 E. Treasure Drive, #1023 N. Bay Village, FL 33141

**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.

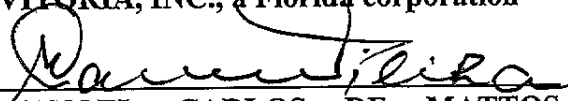
**ARTICLE SEVEN
ELECTION TO DISSOLVE**

A copy of the Corporate Consent of Shareholders to Dissolve, having been signed by all of the shareholders of the Corporation on the 21st day of March, 2000 is attached hereto.

DATED this 21st day of March, 2000.

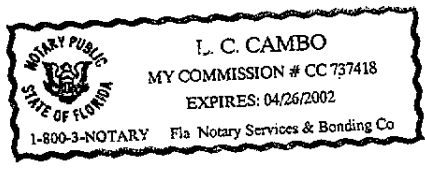
VITORIA, INC., a Florida corporation


By:


**MANOEL CARLOS DE MATTOS
VIEIRA, President, Secretary and sole
Director**

STATE OF FLORIDA)
)SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 21st day of March, 2000 by Manoel Carlos de Mattos Vieira as President, Secretary and sole director of Vitoria, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or produced passport as identification.





Notary Public-State of Florida
Printed Name: L. C. CAMBO
Serial Number: _____
My Commission Expires: _____

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JOINT WRITTEN CONSENT
OF SOLE DIRECTOR AND SOLE SHAREHOLDER
OF
VITORIA, INC.

The undersigned, constituting all of the members of the Board of Directors and the Sole Shareholder of **VITORIA, 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, AMOR, INC., a British Virgin Islands corporation, is the owner of 1,000 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, is and is 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 he 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, documents and instruments to be conclusively evidenced thereby.

IN WITNESS WHEREOF, the undersigned have executed this unanimous Joint Written

Consent as of the 21st day of March, 2000.


VITORIA, INC., a Florida corporation

By:


**MANOEL C. DE MATTOS VIEIRA, President
and Director**

AMOR, INC., a British Virgin Islands corporation

By:


**MANOEL CARLOS DE MATTOS VIEIRA,
Director**