

P93000057262

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
00 MAR 31 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Macavi, Inc.

- ___ Art of Inc. File _____
- ___ 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 Cert.
- ___ 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 _____

Q. COULLETTE MAR 31 2000

Signature _____

Requested by: LM 3/31 9:57

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

RECEIVED
00 MAR 31 AM 10:19
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

OF

MACAVI, INC.

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 "MACAVI, INC."

**ARTICLE TWO
OFFICERS**

The name and address of its sole officer is:

Name

Address

Manoel C. 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:

Name

Address

Manoel C. de Mattos Vieira

7601 E. Treasure Drive, #1023
N. Bay Village, FL 33141

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**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.

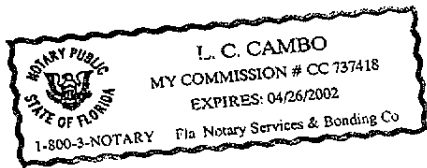
MACAVI, INC., a Florida corporation


By:


MANOEL C. DE MATTOS VIEIRA,
President and sole Director

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

The foregoing instrument was acknowledged before me this 9th day of March, 2000 by Manoel C. de Mattos Vieira as President and sole director of Macavi, 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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**UNANIMOUS JOINT WRITTEN CONSENT
OF SOLE DIRECTOR AND SOLE SHAREHOLDER
OF
MACAVI, INC.**

The undersigned, constituting the Sole Director and the Sole Shareholder of **MACAVI, 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 sole officer of the Corporation be, and he 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 any of them may deem necessary or appropriate to implement the provisions of the foregoing resolutions, the

A handwritten signature in black ink, appearing to be a stylized 'P' or 'R' followed by a flourish.

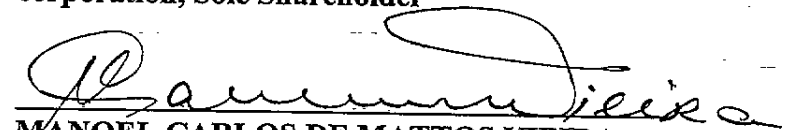
authority for the taking of such action and the execution and delivery of such agreements, documents and instruments to be conclusively evidenced thereby.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Joint Written Consent as of the 21st day of March, 2000.

MACAVI, INC., a Florida corporation

By: 
**MANOEL C. DE MATTOS VIEIRA, President
and sole Director**

**AMOR, INC., a British Virgin Islands
corporation, Sole Shareholder**

By: 
**MANOEL CARLOS DE MATTOS VIEIRA,
Director**

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