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Division of Corporations

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To:

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

From:

Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.
Account Number : 076624003440
Phone : (305) 444-6226
Fax Number : (305) 442-4829

RECEIVED
03 MAY 30 PM 12:09
DIVISION OF CORPORATIONS

DISSOLUTION
GROBER & VERTIZ, INC.

FILED
03 MAY 30 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status	1
Certified Copy	0
Page Count	08
Estimated Charge	\$43.75

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ARTICLES OF DISSOLUTION
OF

GROBER & VERTIZ, INC.

FILED
03 MAY 30 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this Corporation is GROBER & VERTIZ, INC., which was duly Incorporated on 08/27/1993, in the State of Florida.
2. The name, title and post office address of each of the officers of the Corporation are as follows:
 - Directors:
SARRIA, RAFAEL
4400 N. FEDERAL HWY., #210
BOCA RATON FL 33431

SARRIA, EDGAR
4400 N. FEDERAL HWY., #210
BOCA RATON FL 33431

Treasurer:
HIDALGO, MIREYA
4400 N. FEDERAL HWY., #210
BOCA RATON FL 33431

Secretary:
MARTINEZ, JORGE
4400 N. FEDERAL HWY., #210
BOCA RATON FL 33431
3. All debts, obligations and liabilities of this Corporation have been paid or discharged.
4. All the remaining property, cash and assets of the Corporation shall be distributed among its shareholders according to their respective rights and interests.
5. There are no actions pending against the Corporation.


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6. The Corporation has elected to dissolve the Corporation pursuant to a special joint action by unanimous written consent of its directors and shareholders. A true copy of the written consent of the directors and shareholders and the resolution to adopt a plan of corporate liquidation is attached hereto and incorporated by reference as Exhibit "A".

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 15th day of May, 2003, in Miami-Dade County, Florida.

GROBER & VERTIZ, INC.

By: 
SARRIA, RAFAEL
Director

By: 
SARRIA, EDUARD
Director

By: 
HIDALGO, MIREYA
Treasurer

GROBER & VERTIZ, INC.

Attested:


By: 
MARTINEZ, JORGE
Secretary

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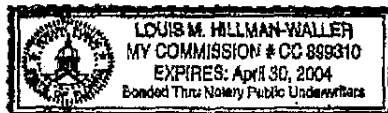
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STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

Before me personally appeared SARRIA, RAFAEL, Director of GROBER & VERTIZ, INC., who is personally known to me and/or who presented the following identification _____ and who executed the foregoing Articles of Dissolution, and acknowledged before me that he executed these Articles of Dissolution of GROBER & VERTIZ, INC., on behalf of the corporation, this 15th day of May, 2003.


Notary Public

My Commission Expires:

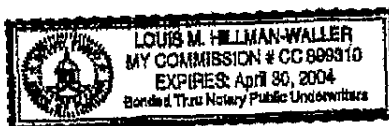


STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

Before me personally appeared SARRIA, EDGAR, Director of GROBER & VERTIZ, INC., who is personally known to me and/or who presented the following identification _____ and who executed the foregoing Articles of Dissolution, and acknowledged before me that he executed these Articles of Dissolution of GROBER & VERTIZ, INC., on behalf of the corporation, this 15th day of May, 2003.


Notary Public

My Commission Expires:



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STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

Before me personally appeared MARTINEZ, JORGE, Secretary of GROBER & VERTIZ, INC., who is personally known to me and/or who presented the following identification _____ and who executed the foregoing Articles of Dissolution, and acknowledged before me that he executed these Articles of Dissolution of GROBER & VERTIZ, INC., on behalf of the corporation, this 15th day of May, 2003.


Notary Public

My Commission Expires:



STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

Before me personally appeared HIDALGO, MIREYA, Treasurer of GROBER & VERTIZ, INC., who is personally known to me and/or who presented the following identification _____ and who executed the foregoing Articles of Dissolution, and acknowledged before me that she executed these Articles of Dissolution of GROBER & VERTIZ, INC., on behalf of the corporation, this 15th day of May, 2003.


Notary Public

My Commission Expires:



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EXHIBIT "A"

**SPECIAL JOINT ACTION BY UNANIMOUS
WRITTEN CONSENT OF SHAREHOLDERS AND DIRECTORS OF
GROBER & VERTIZ, INC.**

The undersigned being all the stockholders and directors of the above named corporation, a Florida Corporation, do hereby unanimously consent to the following resolutions, taking said action in lieu of meetings, as permitted by statute and the Articles of Incorporation.

RESOLVED AS FOLLOWS:

WHEREAS, the shareholders and directors of the Corporation have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

WHEREAS, the shareholders and directors must adopt and hereby adopt a plan of liquidation and dissolution of the Corporation.

RESOLVED, that the following plan of liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provisions for the creditors and debtors of the Corporation, and apportion the remaining assets among the shareholders according to their respective interests:

1. Within thirty (30) days after the date of this meeting, Counsel for the Corporation shall file Form 966 with the Director, Internal Revenue Service, attaching thereto a certified copy of this resolution, indicating that the stockholders and directors have adopted a plan of complete liquidation pursuant to Section 331 of the Internal Revenue Code of 1986.

2. That the Corporation, by its duly authorized officers, proceed to liquidate the assets of the Corporation and distribute such assets, except those retained to meet certain liabilities, to the stockholders, as an incident to the plan of complete liquidation adopted by stockholders and directors pursuant to Section 331 of the Internal Revenue Code of 1986.

3. That as soon as practical thereafter, Counsel for the Corporation shall file a certificate for the dissolution of the Corporation under appropriate provisions of the state of Florida Corporate Law, and that the officers of the Corporation are hereby authorized to execute any and all documents necessary to effectuate such dissolution.

4. That the officers and directors be and they are hereby empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the stockholders and directors, said officers and directors being authorized to adopt any subsequent resolutions to effectuate the intent of the stockholders and directors to liquidate the Corporation in accordance with the plan of liquidation adopted pursuant to Section 331 of the Internal Revenue Code of 1986.

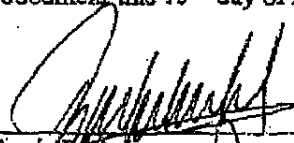
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5. That this consent is signed in counterparts and that all counterparts together shall reflect the consent to the resolution.

IN WITNESS WHEREOF, I have signed this document this 15th day of May, 2003

The Directors:



Sarria, Rafael


Sarria, Edgar

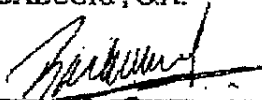
The Sole Shareholder:

GLOBALCORP, C.A.

By:

Name:

President



Rafael Sarria

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CERTIFIED COPY OF PLAN OF LIQUIDATION

OF

GROBER & VERTIZ, INC.

The undersigned, Directors and Officers of GROBER & VERTIZ, INC., hereby certify that this is a true copy of the plan of liquidation that was adopted by the corporation on May 15, 2003, as provided for under Florida law.

1. Within thirty (30) days after the date of this meeting, Counsel for the Corporation shall file Form 966 with the Director, Internal Revenue Service, attaching thereto a certified copy of this resolution, indicating that the stockholders and directors have adopted a plan of complete liquidation pursuant to Section 331 of the Internal Revenue Code of 1986.

2. That the Corporation, by its duly authorized officers, proceed to liquidate the assets of the Corporation and distribute such assets, except those retained to meet certain liabilities to the stockholders, as an incident to the plan of complete liquidation adopted by stockholders and directors pursuant to section 331 of the Internal Revenue Code of 1986.

3. That as soon as practical thereafter, Counsel for the Corporation shall file a certificate for the dissolution of the Corporation under appropriate provisions of the state of Florida Corporate Law, and that the officers of the Corporation are hereby authorized to execute any and all documents necessary to effectuate such dissolution.

4. That the officers and directors be and they are hereby empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the stockholders and directors, said officers and directors being authorized to adopt any subsequent resolutions to effectuate the intent of the stockholders and directors to liquidate the Corporation in accordance with the plan of liquidation adopted pursuant to section 331 of the Internal Revenue Code of 1986.

Signed this 15th of May, 2003, under penalty of perjury.

GROBER & VERTIZ, INC.

By: 
SARRIA, RAFAEL
Director

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GROBER & VERTIZ, INC.

By: 
SARRIA, EDDER
Director

By: 
HIDALGO, MIREYA
Treasurer

GROBER & VERTIZ, INC.

Attested:

By: 
MARTINEZ, JORGE
Secretary

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