

Sunstate Research  
Requestor's Name

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Office Use Only

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

1. B.F. International Investment  
(Corporation Name) (Document #)
2. Advisors, Inc  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA., Officer/ Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
97 FEB -5 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 FEB -5 AM 11:25  
DIVISION OF CORPORATION

*Volunteer  
Dissolved  
2/5/97  
JC*

ARTICLES OF DISSOLUTION  
OF  
B.F. INTERNATIONAL INVESTMENT ADVISORS, INC.

1. The name of this corporation is B.F. International Investment Advisors, Inc.

2. B.F. International Investment Advisors, Inc. elected to dissolve pursuant to the Unanimous Written Consent of its Shareholders and sole Director, which Written Consent was effective as of December 20, 1995. A copy of the Unanimous Written Consent is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution as of December 21, 1995.

B.F. International Investment  
Advisors, Inc., a Florida  
corporation

By: 

Marcelo T. Moyano, President

(Corporate Seal)

**FILED**  
97 FEB -5 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

UNANIMOUS WRITTEN CONSENT  
OF THE  
SHAREHOLDERS AND DIRECTORS  
OF  
B.F. INTERNATIONAL INVESTMENT ADVISORS, INC.

The undersigned, being all of the Shareholders and Directors, respectively, of B.F. INTERNATIONAL INVESTMENT ADVISORS, INC. (the "Corporation"), hereby consent to the adoption and approval of the following recitals and resolutions:

WHEREAS, the Directors of the Corporation deem it advisable and in the best interest of the Corporation and its Shareholders that the Corporation be completely liquidated and dissolved; and

WHEREAS, the Directors find 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 the laws of the State of Florida; and

WHEREAS, the Shareholders of the Corporation deem it advisable and in their best interest that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation presented to it by the Directors of the Corporation.

NOW THEREFORE BE IT:

Adoption of Plan of Complete Liquidation and Dissolution

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.
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 and estimated unascertained or contingent liabilities and contingent expenses, if they deem such a reserve to be desirable; and distribute to the Shareholders in cancellation of their 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 distribution

of any unused balance of the reserve to the Shareholders as soon as practicable.

4. The officers of the Corporation are authorized and directed to file, or to have on the Corporation's accountants file, Form 966 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 all other forms and documents required by the State of Florida, including Articles of Dissolution, and the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to take such additional action as they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolution.


Other Actions by Officers and Directors

RESOLVED, that any and all actions taken since the last meeting of the Shareholders and Directors of the Corporation by the Directors and officers of the Corporation be, and they hereby are, ratified, confirmed and approved in all respects.

Counterpart Execution

RESOLVED, that the Shareholders and Directors of the Corporation be, and each of them hereby is, authorized to execute this Written Consent in one or more counterparts and that, upon such execution by the Shareholders and Directors of the Corporation, this Written Consent be, and as of the effective date hereof it hereby is, approved and adopted as the act and deed of the Shareholders and Directors of the Corporation.

Effective Date: December 20, 1995

  
\_\_\_\_\_  
Angel Moyano P., Shareholder and Director

  
\_\_\_\_\_  
Roberto T. Thomann, Shareholder and Director

  
\_\_\_\_\_  
Roberto L. Zanotti, Shareholder and Director

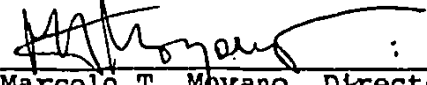
  
\_\_\_\_\_  
Marcelo T. Moyano, Director and President

EXHIBIT "A"

Plan of Complete Liquidation

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.

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 and estimated unascertained or contingent liabilities and contingent expenses, if they deem such a reserve to be desirable; and distribute to the Shareholders in cancellation of their 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 distribution of any unused balance of the reserve to the Shareholders as soon as practicable.

4. The officers of the Corporation are authorized and directed to file, or to have counsel for the Corporation file, Form 966 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 all other forms and documents required by the State of Florida, including Articles of Dissolution, and the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to take such additional action as they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolution.