

P94000065259

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

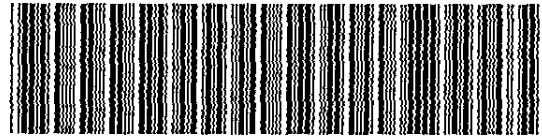
(Business Entity Name)

(Document Number)

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RECEIVED
03 MAY 27 AM 11:01
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
03 MAY 27 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. Coulllette MAY 28 2003

Holland & Knight LLP Requester's Name	
315 So. Calhoun Street Address	
425-5675 City/State/Zip Phone #	

Office Use Only

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

1. Espresso Uno Company
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☒ Certified Copy
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NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☒ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

**ARTICLES OF DISSOLUTION
OF
ESPRESSO UNO COMPANY**

The undersigned, President and Director, of ESPRESSO UNO COMPANY, a Florida corporation (the "Corporation"), electing to dissolve the Corporation in accordance with the Florida Business Corporation Act, hereby submit the following:

ARTICLE I

The name of the corporation is ESPRESSO UNO COMPANY.

ARTICLE II

The dissolution was authorized on May 22, 2003
(date of written consent).

ARTICLE III

The Corporation elected to dissolve pursuant to the Unanimous Written Consent of its sole Shareholder and all the Directors, which Written Consent was effective as of the May 22, 2003. A copy of the Unanimous Written Consent is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this May 23, 2003.

ESPRESSO UNO COMPANY,
a Florida corporation

By: _____

Michael Blitzer
President and Director

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03 MAY 27 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**WRITTEN CONSENT
OF THE
SOLE SHAREHOLDER AND DIRECTORS
OF
ESPRESSO UNO COMPANY**

The undersigned, being the sole Shareholder and all of the members of the Board of Directors of ESPRESSO UNO COMPANY, a Florida corporation (the "Corporation"), does hereby consent to the adoption and approval of the following resolutions:

Adoption of Florida Capital Contribution

WHEREAS, the Directors of this Corporation deem it advisable and in the best interest of the Corporation and its sole Shareholder 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 Section 332 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder; and

WHEREAS, the Shareholder of this Corporation deems it advisable and in its 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 this Corporation, it is

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 expenses, if they deem such a reserve to be desirable; and distribute to the Shareholder in cancellation of its 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 Shareholder as soon as practicable.

4. The officers of the Corporation are authorized and directed to file, or to have tax 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.

Other Actions by Officers and Directors

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

IN WITNESS WHEREOF, the undersigned have hereunto adopted the foregoing resolutions as of the 22 day of May, 2003.

BOARD OF DIRECTORS

By: [Signature]
Luca Minna

By: [Signature]
Laura Garrone

By: [Signature]
Michael Blitzer

SOLE SHAREHOLDER

CAP CUP CORPORATION

By: [Signature]
Luca Minna, President