

P95000057283

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

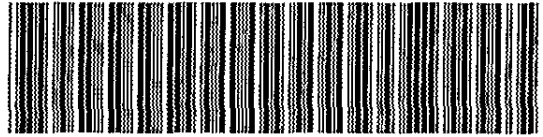
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



100008691221

11/04/02--01081--005 \*\*43.75

FILED  
02 NOV -4 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VO/dls  
T. Lewis 11/12/02

P95000057283

*Law Offices*  
*Blass & Frankel*

PROFESSIONAL ASSOCIATION

STEPHEN A. BLASS  
sblass@blasfran.com

MELVIN F. FRANKEL  
mfrankel@blasfran.com

SUITE 2130  
SUNTRUST INTERNATIONAL CENTER  
ONE SOUTHEAST THIRD AVENUE  
MIAMI, FLORIDA 33131  
TELEPHONE (305) 377-9353  
FACSIMILE • S.A. BLASS • (305) 372-3670  
FACSIMILE • M.F. FRANKEL • (305) 371-6934

October 29, 2002

SECRETARY OF STATE  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P. O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

RE: QUITO HOLDINGS (USA), INC.

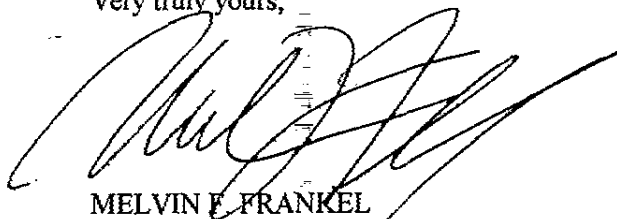
Gentlemen:

Enclosed herewith please find Articles of Dissolution, with copy of Corporate Resolution, with regard to the above corporation, together with check in the amount of \$43.75 to cover the filing fee and certified copy.

We would appreciate your appropriately filing these Articles of Dissolution and advising this office should you require any further information and/or documentation to complete the filing. Otherwise, we will await a response from your office that the enclosures are satisfactory and in proper form and content.

We thank you in advance for your usual courtesies and prompt attention.

Very truly yours,



MELVIN F. FRANKEL

MFF:ds  
Enclosures (as stated)

ARTICLES OF DISSOLUTION  
OF  
QUITO HOLDINGS (USA), INC.

FILED  
02 NOV -4 AM 10:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is QUITO HOLDINGS (USA), INC.
2. The names and respective addresses of its directors are:

MELVIN F. FRANKEL  
2130 SUNTRUST INTERNATIONAL CENTER  
ONE SOUTHEAST THIRD AVENUE  
MIAMI, FLORIDA 33131-1777

STEPHEN A. BLASS  
2130 SUNTRUST INTERNATIONAL CENTER  
ONE SOUTHEAST THIRD AVENUE  
MIAMI, FLORIDA 33131-1777

3. The names and respective addresses of its officers are:

MELVIN F. FRANKEL - PRESIDENT / TREASURER  
2130 SUNTRUST INTERNATIONAL CENTER  
ONE SOUTHEAST THIRD AVENUE  
MIAMI, FLORIDA 33131-1777

STEPHEN A. BLASS - VICE PRESIDENT / SECRETARY  
2130 SUNTRUST INTERNATIONAL CENTER  
ONE SOUTHEAST THIRD AVENUE  
MIAMI, FLORIDA 33131-1777

4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.

5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interest and the shareholders have assumed responsibility for the payment of any and all obligations which arose during the existence of the corporation.

6. There are no actions pending against the corporation in any court (or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the corporation in any pending action).

7. A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 29<sup>th</sup> day of October, 2002.

Dated this 29<sup>th</sup> day of October, 2002.

QUITO HOLDINGS (USA), INC.

BY 

MELVYN F. FRANKEL, President / Treasurer / Director

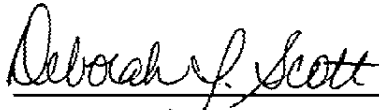
ATTEST:



STEPHEN A. BLASS, Vice President / Secretary / Director

STATE OF FLORIDA :  
COUNTY OF DADE :

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of October, 2002,  
by MELVIN F. FRANKEL and STEPHEN A. BLASS, who are personally known to me.



PRINT NAME: Deborah I. Scott

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

Commission No:           

OFFICIAL NOTARY SEAL DEBORAH I. SCOTT NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. DD081381 MY COMMISSION EXP. JAN. 19, 2006
---

**CERTIFIED COPY OF CORPORATE RESOLUTION**

I, **STEPHEN A. BLASS**, do hereby certify that I am the duly elected and acting Secretary of **QUITO HOLDINGS (USA), INC.** a Florida Corporation; that the following is a true and correct copy of certain preambles and resolutions duly adopted by the Board of Directors of said corporation by unanimous consent; and that said preambles and resolution are in full force and effect, to wit:

WHEREAS, the shareholders of this Company have executed and delivered to this Company, a consent to the dissolution of this Company; and

WHEREAS, this Company is to be voluntarily dissolved pursuant to the appropriate provisions of The Business Corporation Act of Florida; and

WHEREAS, it is now desired that a plan be effected for the complete liquidation of this Company pursuant to the provisions of Internal Revenue Code 331;

NOW, THEREFORE, BE IT RESOLVED, that the following plan for the complete liquidation of this Company be and the same is hereby adopted:

(1) The proper officers of this Company shall forthwith file the appropriate Statement of Intent to Dissolve pursuant to the provisions of The Business Corporation Act of Florida.

(2) The assets and property of this Company, subject to its liabilities, if any, shall be assigned and conveyed equally to the shareholders of this Company, upon said shareholders agreeing to assume and pay said liabilities and surrendering for cancellation the certificates representing all of the outstanding shares of stock of this Company, and the proper officers of this Company shall execute, endorse and deliver all assignments, powers, deeds, bills of sale and documents of conveyance or other documents necessary to effect such conveyance to the shareholders.

(3) Upon such conveyance and assumption, this Company shall be dissolved, and the proper officers of this Company shall file with the Secretary of State of the State of Florida the appropriate Articles of Dissolution pursuant to the provisions of the Business Corporation Act of Florida, and such other documents as may be required under the laws of Florida or of the United States as in such case may be provided.

WITNESS my hand as Secretary of said corporation and with its corporate seal hereunto affixed this 29<sup>th</sup> day of October, 2002.

**QUITO HOLDINGS (USA), INC.**, a Florida corporation

By:   
STEPHEN A. BLASS, Secretary

(CORPORATE SEAL)

PLAN OF LIQUIDATION,  
RESOLUTION TO DISSOLVE, AND  
CONSENT TO ACTION WITHOUT MEETING  
OF  
SHAREHOLDERS  
OF  
QUITO HOLDINGS (USA), INC.

The undersigned, being all of the Shareholders of QUITO HOLDINGS (USA), INC., a corporation organized and existing under the laws of the State of Florida, (the "corporation"), as well as all of the officers and directors thereof, in compliance with 607.1402 Florida Statutes 1985, hereby consent to the adoption of the following Resolutions without a formal meeting of the Shareholders and/or Directors of the Corporation and the taking of any and all actions contemplated therein or thereby including but not limited to the ultimate filing of Articles of Dissolution pursuant to Section 607.1403 Florida Statutes 1993 without the necessity of further approval or consent for each of the undersigned in their capacity as a shareholder.

RESOLVED: That the undersigned, being all of the Shareholders of QUITO HOLDINGS (USA), INC. consent to the dissolution of the Corporation in accordance with the provisions of Sections 607.1402 Florida Statutes, 1993.

RESOLVED: That the following plan of liquidation in accordance with Section 331 of the Internal Revenue Code of 1986 as Amended, be, and it hereby is adopted:

1. The Corporation, by its duly authorized officers shall distribute to its shareholders pro rata all of its assets, subject to any liabilities, with the exception of a reasonable amount of cash to be retained for payment of federal and state taxes. Each shareholder does herewith agree to assume his or its pro rata share of the said unpaid liabilities and will surrender his or its stock for cancellation.

2. The Corporation shall file Articles of Dissolution with the Secretary of State.

3. Upon the adoption of this Plan of Liquidation, the officers shall cause to be filed with the Internal Revenue Service Center Form 966 together with a certified copy of this Consent to Action and any necessary schedules.

RESOLVED: That the proper officers of the Corporation are:


MELVIN F. FRANKEL - PRESIDENT/TREASURER  
STEPHEN A. BLASS - VICE PRESIDENT/SECRETARY

and said officers are hereby authorized to approve and to take any and all actions, to do any and all things, to execute any and all documents, instruments and agreements and to effect any and all filings and recordings as the officer so approving, acting, doing, executing, filing or recording shall deem necessary or appropriate to carry out the intent of these Resolutions.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, intending this Consent to become effective as of the date this Consent is signed by the last of the Stockholders affixing his or her hand seal hereto or the date specified below whichever occurs the later.

Dated: October 29, 2002.

QUITO HOLDINGS(USA), INC., a Florida corporation


BY:   
Melvin F. Frankel, President/Treasurer/Director

BY:   
Stephen A. Blass, Vice President/Secretary/Director

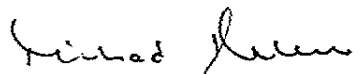
SHAREHOLDERS:

QUITO HOLDINGS, INC., a British Virgin Islands Company

BY: K.T.T.M. Limited, Director

BY:   
Richard Hillier, Managing Director

BY: DALMORE OVERSEAS LIMITED, Director

BY:   
Richard Hillier, Managing Director

SUMMARY OF STOCK LEDGER

TOTAL SHARES AUTHORIZED: TEN THOUSAND (10,000) @ \$1.00 PAR VALUE

TOTAL SHARES ISSUED AND OUTSTANDING: 10,000

<u>Stockholders at date of Adoption of Plan</u>	<u>No. of votes &amp; No. of Shares</u>	<u>Certificate No.</u>
---	---	------------------------

QUITO HOLDINGS, INC. a British Virgin Island company	10,000	1
---	--------	---

TOTAL SHARES: 10,000