

P970000068496

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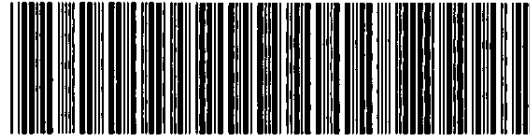
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** DISSOLUTION OF TARRAGONA, INC.

**DOCUMENT NUMBER:** P97000068496

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

THOMAS T. ROSS

(Name of Contact Person)

MONCADA, INC.

(Firm/Company)

5401 SOUTH KIRKMAN ROAD, SUITE 650

(Address)

ORLANDO, FL 32819

(City/State and Zip Code)

For further information concerning this matter, please call:

AIMEE FITCH

(Name of Contact Person)

at ( 407 ) 802-1200

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$35 Filing Fee    ☐ \$43.75 Filing Fee & Certificate of Status    ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)    ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**ARTICLES OF DISSOLUTION  
OF  
TARRAGONA, INC.**

Pursuant to Section 607.1403, Florida Statutes, the undersigned hereby execute these Articles of Dissolution and provide as follows:

1. The name of this corporation is: TARRAGONA, INC.
2. The date dissolution was authorized is: December 21, 2011
3. The dissolution was approved by the sole shareholder which is sufficient for approval.
4. The dissolution shall be effective upon the date of filing these Articles of Dissolution with the Secretary of State of Florida.

**IN WITNESS WHEREOF**, the undersigned has caused these Articles of Dissolution to be executed by its duly authorized officers and its corporate seal to be affixed hereto this 21<sup>st</sup> day of December 2011.

**TARRAGONA, INC.**

By: \_\_\_\_\_  
Thomas T. Ross, President

**FILED**  
12 JAN 20 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**WRITTEN ACTION AND PLAN OF LIQUIDATION  
OF THE BOARD OF DIRECTORS OF  
TARRAGONA, INC.**

December 21<sup>st</sup>, 2011

**THE UNDERSIGNED**, being and constituting all of the members of the Board of Directors of **TARRAGONA, INC.** (The "Company") pursuant to Section 607.0821, Florida Statutes, do hereby consent to the following actions to be taken by the Board of Directors of the Company:

WHEREAS, the sole shareholder of the Company has executed and delivered to the Company a consent to the dissolution of the Company;

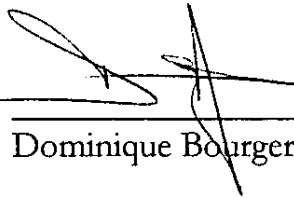
WHEREAS, the Company is to be voluntarily dissolved pursuant to the appropriate provisions of the Florida Business Corporation Act;

WHEREAS, it is now desired that a plan be effected for the complete liquidation of this Company on or prior to June 30<sup>th</sup>, 2012.

NOW, THEREFORE BE IT RESOLVED, that the following plan for the complete liquidation of the Company on or prior to June 30<sup>th</sup>, 2012 be and is hereby adopted:

- (1) The assets and property of the Company, subject to its liabilities, shall be assigned and conveyed to Madev Holding Corporation S.A. SPF, a Luxemburg corporation, the sole shareholder of the Company, upon said shareholder agreeing to assume and pay said liabilities and surrendering for cancellation the certificates representing all of the outstanding shares of the stock of the Company. The proper officers of the Company shall execute, endorse and deliver all assignments, power, deeds, bills of sale and documents of conveyance or other documents necessary to effectuate such conveyance to the sole shareholder.
- (2) Upon such conveyance and assumption, the Company shall be dissolved, and the proper officers of the Company shall file with the Secretary of State of Florida the appropriate Articles of Liquidation pursuant to the provisions of the Florida Business Corporation Act, 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.

This Written Action may be executed by facsimile signature and in any number of counterparts, each of which when executed and delivered will be deemed to be an original and all of which, when taken together, will be deemed to be but one and the same instrument.



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Dominique Bourger, Director



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Peter Kurz, Director



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Thomas T. Ross, Director

## **AGREEMENT: PLAN OF LIQUIDATION AND DISSOLUTION OF TARRAGONA, INC.**

This Agreement and Plan of Liquidation and Dissolution ("Plan") between Madev Holding Corporation S.A. SPF, a Luxemburg corporation, and Tarragona, Inc., a Florida corporation, is for the purpose of effectuating the liquidation and dissolution of Tarragona, Inc. in accordance with the requirements of the Internal Revenue Code and the Florida Business Corporation Act.

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. The Plan as hereby submitted shall become effective upon formal adoption by the affirmative vote of the holders of at least two-thirds of the outstanding shares of stock of Tarragona, Inc.
2. After December 21<sup>st</sup>, 2011, Tarragona Inc. shall not perform business activities other than those required for the winding up of its affairs, preserving the value of its assets, and distributing its assets in accordance with this Plan. The liquidation and dissolution are to be effected as promptly as possible and in no event later than June 30<sup>th</sup>, 2012.
3. The proportionate interest of the stockholders in the assets of Tarragona, Inc. shall be determined on the basis of the ownership of the outstanding shares of stock of the Corporation.
4. At the close of business on December 21<sup>st</sup>, 2011, the officers shall set aside a reserve fund of an amount to be determined by Tarragona, Inc.'s accountants, sufficient to pay all unpaid federal income taxes, Florida Corporate Income Tax and miscellaneous fees and expenses in connection with execution of this Plan. Such reserve fund shall be funded by check to the bank account of Cartagena, Inc. at SunTrust Bank to be held for the payment of such proper expenses and taxes in accordance with authorization given by the directors of Tarragona, Inc. Any amount remaining in the reserve fund shall be distributed proportionately to the stockholders on the basis of stock ownership in Tarragona, Inc.
5. If the amount of the reserve fund determined in accordance with the provisions of Paragraph 4 is insufficient, any excess liability shall be paid entirely by Madev Holding Corporation S.A. SPF.
6. After cash settlement of all of the claims of the minority shareholders (if any), Tarragona, Inc. shall transfer and assign all of the remaining assets of Tarragona, Inc., subject to all liabilities of the Corporation, whether known or unknown (except liabilities provided for in Paragraph 4) to Madev

Holding Corporation S.A. SPF by appropriate instruments of transfer. Such transfers are to be made as promptly as practicable and in any event no later than June 30<sup>th</sup>, 2012.

7. The directors and officers shall cause the articles of liquidation of Tarragona, Inc. to be executed and filed in accordance with §607.1403 of the Florida Business Corporation Act. In addition to the filing of the final income tax and franchise tax returns of Tarragona, Inc., the officers and directors shall execute and file Treasury Department Form 966 and Forms 1096 and 1099 DIV, and all other tax returns, certificates, documents and information required to be filed by reason of the complete liquidation and dissolution of Tarragona, Inc.
8. The officers and directors of Tarragona, Inc. shall execute and consummate the Plan, and shall have power to adopt all resolutions, execute all documents, file all papers and take all necessary action they deem necessary or desirable for the complete liquidation and dissolution of Tarragona, Inc.

IN WITNESS WHEREOF, the parties have caused this Agreement and Plan of Liquidation and Dissolution to be executed by their respective duly authorized officers this 21<sup>st</sup> day of December, 2011.

MADEV Holding Corporation S.A. SPF

By: 

Print Name: Pierre KURZ

Its: Managing Director

By: 

Print Name: Dominique BOURGER

Its: Managing Director

TARRAGONA, INC.

By: 

Thomas T. Ross

Its: President

**WRITTEN ACTION OF THE SHAREHOLDERS  
OF  
TARRAGONA, INC.**

December 21, 2011

**THE UNDERSIGNED**, being and constituting the sole Shareholder of **TARRAGONA, INC.** (the "Company") pursuant to Section 607.0704, Florida Statutes, does hereby consent to the following actions to be taken by the Shareholders of the Company:

1. That the sole shareholder hereby consents to the Agreement and Plan of Liquidation and Dissolution between Madev Holding Corporation S.A. SPF, a Luxemburg corporation and the Company for the purpose of effectuating the liquidation and dissolution of the Company, and the filing of appropriate Articles of Liquidation 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.
2. This Written Action may be executed by facsimile signature and when executed and delivered will be deemed to be an original instrument.

**MADEV Holding Corporation S.A. SPF**  
Sole Shareholder

By: \_\_\_\_\_

Print Name: Pierre KURZ

As its: Managing Director

By: \_\_\_\_\_

Print Name: Dominique BOURGER

As its: Managing Director