

DEC-28-2005 13:00

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P98000027609

Florida Department of State
Division of Corporations
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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

DISSOLUTION

MUTINY APARTMENTS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
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ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:

MUTINY APARTMENT, INC.

SECOND: The document number of the corporation (if known): P98000027609

THIRD: The date dissolution was authorized: December 21, 2005

Effective date of dissolution if applicable: _____

(no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 21st day of December, 2005

Signature: _____

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary (by that fiduciary))

LUIS PARAJON

(Typed or printed name of person signing)

Director

(Title of person signing)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO ACTION BY
THE SHAREHOLDERS AND OF DIRECTORS OF
MUTINY APARTMENTS, INC.

The undersigned, being the Shareholders and Directors of Mutiny Apartments, Inc., a corporation duly organized and existing under the laws of the State of Florida (the "Company"), do hereby consent to and take the following action in lieu of a meeting of Shareholders and a meeting of Directors of the Company, to have the same effect as actions taken at duly called meetings of the Shareholders and Directors at which all Shareholders and Directors were present and voting.

WHEREAS, the Shareholders and Directors of Company believe it to be in the best interest of Company that the Company be completely liquidated and dissolved,

NOW THEREFORE, be it:

RESOLVED, the Shareholders and Directors approve, authorize and consent to the complete liquidation and dissolution of the Company in accordance with the provisions of Section 607.1403 of the Florida Statutes, as amended and as provided in the Plan of Complete Liquidation attached hereto as Exhibit A (the "Plan") and incorporated herein;

FURTHER RESOLVED, the Shareholders and Directors hereby acknowledge that Shareholders of the Company and holds 100% of the total stock of Company; and

FURTHER RESOLVED, the Directors of Company are hereby fully authorized to execute any document on behalf of Company to effectuate the complete liquidation of Company; and

FURTHER RESOLVED, the Directors shall perform all acts necessary for Company to timely comply with the attached Plan of Complete Liquidation.

Dated: December 21, 2005.

SHAREHOLDERS

Negron, S.A.

A Florida company

By: 

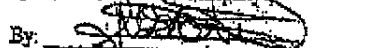
Name: Susana Fern Cortes
Title: Unique Administrator

Exus, S.A., a Florida company

By: 

Name: Susana Fern Cortes
Title: Unique Administrator

Iguat, S.L., a Florida company

By: 

Name: Susana Fern Cortes
Title: Unique Administrator

Inmobiliaria Proteccil S.A., a Florida company

By: 

Name: Susana Fern Cortes
Title: Managing Director


Luis Parajon, Director


Teresa Downing, Director

EXHIBIT A

**PLAN OF COMPLETE LIQUIDATION OF
MUTINY APARTMENTS, INC.**

THIS PLAN OF COMPLETE LIQUIDATION (the "Plan") is effective as of December 21, 2005 and is attached as Exhibit A to the Consent to Action by the Shareholders and Directors (the "Action") of Mutiny Apartments, Inc., a Florida corporation (the "Company") and made a part thereof.

1. Company shall be completely liquidated in accordance with the provisions of Section 607.1403 of the Florida Statutes, as amended ("Statutes") and this Plan of Complete Liquidation.

2. Negren, S.A., Exna, S.A., Igust, S.L., and Inmobiliaria Protextil S.A., all entities formed under the laws of the state of Florida (the "Shareholders") hereby acknowledge that they are the owners of stock in Company which: (a) possesses 100% of the total voting power of stock of Company; and (b) has a value of equal to 100% of the total value of stock of Company.

3. Pursuant to this Plan:

a. Company's directors have taken all reasonable steps to pay all corporate debt, taxes and other obligations or set up a reserve for the payment of Company's debts, taxes and other obligations.

b. Company's directors shall make distributions of all of the cash, other property, rights to property, and rights of Company in complete cancellation (or redemption) of all of Shareholders' issued and outstanding stock in Company.

4. All of the liquidating distributions (described in paragraph 3.b.) shall be completed within three (3) years after the close of the taxable year in which the first liquidating distribution is paid to the Shareholder. The first liquidating distribution shall be made during calendar year 2005.

5. Company's only remaining asset is a bank account holding the proceeds from the sale of real estate previously owned by the Company.

6. As soon as the first liquidating distribution has been paid, Company will cease to be a going concern and its activities will be limited to winding up its affairs, paying its debts, distributing its remaining assets to its Shareholders, and dissolving.

7. Company will retain no assets following its final liquidating distribution.

8. Company shall dissolve in accordance with Florida law as soon as practicable after the final liquidating distribution.

SHAREHOLDERS

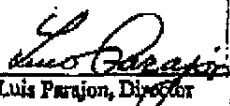
Negren, S.A.

A Florida company

By: 

Name: Susana Forn Cintas

Title: Unique Administrator


Luis Parajon, Director



Exna, S.A.

A Florida company

By: 

Name: Susana Forn Cintas

Title: Unique Administrator

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igunt, S.L., a Florida company

By

Name: Susa Fern Cintas
Title: Unique Administrator

Immobiliaria Proxerul S.A., a Florida company

By

Name: Susana Fern Cintas
Title: Managing Director

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