

Division of Corporations

Page 1 of 1

P98000098842

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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Account Number : 076624003440
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01 JAN -8 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DISSOLUTION

ROLAN HOLDINGS INC.

RECEIVED
01 JAN -8 PM 2:58
DIVISION OF CORPORATIONS

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$52.50

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01-8-01

DC



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 8, 2001

ROLAN HOLDINGS INC.
2100 SALZEDO ST
#300
CORAL GABLES, FL 33134

SUBJECT: ROLAN HOLDINGS INC.
REF: P98000098842

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Sammy Caldwell FAX And. #: E01000001166
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF DISSOLUTION
OF
ROLAN HOLDINGS INC.

H01000001166
FILED
JAN - 8 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. The name of this Corporation is ROLAN HOLDINGS INC. which was duly incorporated on November 24, 1998, in the State of Florida.

II. The name, title and post office address of each of the officers of the Corporation are as follows:

President:
Rodrigo Laniado
c/o Arazoza & Fernandez-Fraga, P.A.
2100 Salzedo Street, Suite 300
Coral Gables, FL 33143

III. The name and mailing address of the sole director of the Corporation is as follows:

Rodrigo Laniado
c/o Arazoza & Fernandez-Fraga, P.A.
2100 Salzedo Street, Suite 300
Coral Gables, FL 33143

IV. All debts, obligations and liabilities of this Corporation have been paid or discharged.

V. All the remaining property, cash and assets of the Corporation have been distributed among its shareholders according to their respective rights and interests.

VI. There are no actions pending against the Corporation.

VII. The Corporation has elected to dissolve the Corporation pursuant to a special joint action by unanimous written consent of its directors and shareholders. A true copy of the written consent of the directors and shareholders and the resolution to adopt a plan of corporate liquidation is attached hereto and incorporated by reference as Exhibit "A".

H01000001166 7

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 21st day of December, 2000, in Miami-Dade County, Florida.

ROLAN HOLDINGS INC.

By: [Signature]
Rodrigo Laniado, President

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

Before me personally appeared Rodrigo Laniado, President of Rolan Holdings Inc. who is personally known to me and/or who presented the following identification _____ and who executed the foregoing Articles of Dissolution, and acknowledged before me that he executed these Articles of Dissolution of Rolan Holdings, Inc. on behalf of the corporation, this 21st day of December, 2000.

[Signature]
Notary Public
My Commission Expires:



Carlos F. Arazoza
Commission # CC 955207
Expires July 17, 2004
Bonded Thru
Atlantic Bonding Co., Inc

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EXHIBIT "A"**SPECIAL JOINT ACTION BY UNANIMOUS
WRITTEN CONSENT OF SHAREHOLDERS AND DIRECTORS OF
ROLAN HOLDINGS, INC.**

The undersigned being the sole stockholder and sole director of the above named corporation, a Florida Corporation, do hereby unanimously consent to the following resolutions, taking said action in lieu of meetings, as permitted by statute and the Articles of Incorporation.

RESOLVED AS FOLLOWS:

WHEREAS, the shareholder and director of the Corporation have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

WHEREAS, the shareholder and director must adopt and hereby adopt a plan of liquidation and dissolution of the Corporation.

RESOLVED, that the following plan of liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provisions for the creditors and debtors of the Corporation, and apportion the remaining assets among the shareholders according to their respective interests:

1. Within thirty (30) days after the date of this meeting, Counsel for the Corporation shall file Form 966 with the Director, Internal Revenue Service, attaching thereto a certified copy of this resolution, indicating that the stockholders and directors have adopted a plan of complete liquidation pursuant to Section 331 of the Internal Revenue Code of 1986.

2. That the Corporation, by its duly authorized officers, proceed to liquidate the assets of the Corporation and distribute such assets, except those retained to meet certain liabilities, to the stockholders, as an incident to the plan of complete liquidation adopted by stockholders and directors pursuant to Section 331 of the Internal Revenue Code of 1986.

3. That as soon as practical thereafter, Counsel for the Corporation shall file a certificate for the dissolution of the Corporation under appropriate provisions of the state of Florida Corporate Law, and that the officers of the Corporation are hereby authorized to execute any and all documents necessary to effectuate such dissolution.

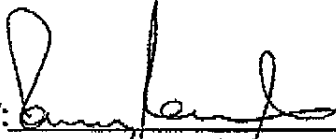
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4. That the officers and directors be and they are hereby empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the stockholders and directors, said officers and directors being authorized to adopt any subsequent resolutions to effectuate the intent of the stockholders and directors to liquidate the Corporation in accordance with the plan of liquidation adopted pursuant to Section 331 of the Internal Revenue Code of 1986.

In Witness Whereof we have signed this document this 21st day of December, 2000.

COBAR DEVELOPMENT, S.A., a
Panamanian corporation
(Sole Shareholder)

BY: 
Rodrigo Laniado,
Authorized Representative


Rodrigo Laniado, Sole Director

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