

P99000066944

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From: Account Name : ISAAC MATZ P.A., C.P.A.
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DISSOLUTION

DENTALSPA, INC.

Certificate of Status	1
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FAX AUDIT NUMBER: 4050002476593

ARTICLES OF DISSOLUTION
OF
DENTALSPA, INC.

1. The name of this Corporation is DENTALSPA, INC., which was duly Incorporated on July 28 1999, in the State of Florida. 899000066944
2. The name, title and post office address of each of the officers of the Corporation are as follows:

Marcelo Jaef	Alvaro Castillo
D	S
1390 Brickell Ave, Ste 200	1390 Brickell Ave, Ste 200
Miami, FL 33131	Miami, FL 33131
3. All debts, obligations and liabilities of the Corporation have been paid or discharged.
4. All remaining property, cash and assets of the Corporation shall be distributed among its shareholders according to their respective rights and interests.
5. There are no actions pending against the Corporation.
6. 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".

Prepared By:
Isaac Matz, P.A., C.P.A.
2742 Biscayne Blvd.
Miami, FL 33137
Phone: (305) 573-6640
Fax: (305) 675-6200

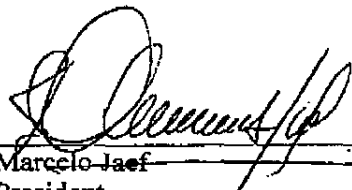
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IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 19th day of October, 2005, in Miami-Dade County, Florida.

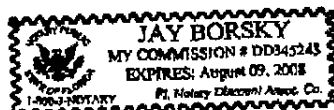
DENTALSPA, INC.

By: 
Marcelo Jaef
President

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

Before me personally appeared Marcelo Jaef, President of DENTALSPA, 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 DENTALSPA, INC., on behalf of the corporation, this 19TH day of October, 2005.




Notary public

My Commission Expires: 8-9-08

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FAX AUDIT NUMBER: 4050002476593**EXHIBIT "A"****SPECIAL JOINT ACTION BY UNANIMOUS
WRITTEN CONSENT OF SHAREHOLDERS AND DIRECTORS OF
DENTALSPA, INC.**

The undersigned being all the stockholders and directors 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 shareholders and directors of the Corporation have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

WHEREAS, the shareholders and directors must 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 the 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 332 of the Internal Revenue Code.
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 Internal Revenue Code.
3. That as soon as practical thereafter, Counsel for the Corporation shall file a certificate for the dissolution of the Corporation under appropriate provisions

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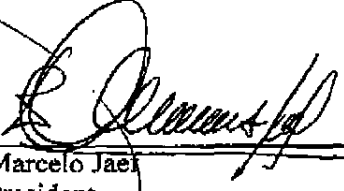
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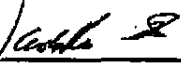
of the state of Florida Corporate Law, and the officers of the Corporation are hereby authorized to execute any and all documents necessary to effectuate such dissolution.

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 the liquidation adopted pursuant to Internal Revenue Code.
5. That this consent is signed in counterparts and that all counterparts together shall reflect the consent to the resolution.

IN WITNESS WHEREOF, I have signed this document this 19th day of October, 2005.

The Directors



Marcelo Jaet
President

Alvaro Castillo
Secretary

The Shareholders:



Marcelo Jaet

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CERTIFIED COPY OF PLAN OF LIQUIDATION

OF

DENTALSPA, INC.

The undersigned, Director, of DENTALSPA, INC. hereby certifies that this a true copy of the plan of liquidation that was adopted by the corporation on October 19th, 2005, as provided for under Florida law.

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 332 of the Internal Revenue Code.
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 332 of the Internal Revenue Code.
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.
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 332 of the Internal Revenue Code.

Signed this 19th day of October, 2005, under penalty of perjury.


Marcelo Jaef
President

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