

P99000103109

Florida Department of State
Division of Corporations
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Fax Number : (850) 205-0380

From: Account Name : ISAAC MATZ P.A., C.P.A.
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05 MAY 27 AM 8:00

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 MAY 27 AM 2:53

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DISSOLUTION

AGUDEL CORPORATION

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$43.75

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John W...

FAX AUDIT NUMBER: 4050001341313

ARTICLES OF DISSOLUTION

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

FILED
05 MAY 27 AM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SECOND: The document number of the corporation (if known): P99000103109

THIRD: The date dissolution was authorized: 5-23-05
Effective date of dissolution if applicable: 5-23-05
(no more than 90 days after dissolution file date)

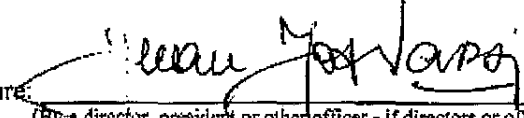
FOURTH: Adoption of Dissolution (CHECK ONE)

- 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 23rd day of May, 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)

Juan Jose Varsi
(Typed or printed name of person signing)

President
(Title of person signing)

Prepared By:
Isaac Matz, P.A., C.P.A.
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ARTICLES OF DISSOLUTION
OF
AGUDEL CORPORATION

- 1. The name of this Corporation is AGUDEL CORPORATION, which was duly incorporated on November 22, 1999, in the State of Florida.
- 2. The name, title and post office address of each of the officers of the Corporation are as follows:

Juan Jose Varsi	Maria Claudina Varsi
PD	VTD
C/O 2742 Biscayne Blvd.	C/O 2742 Biscayne Blvd.
Miami, FL 33137	Miami, FL 33137

- 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".

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EXHIBIT "A"

**SPECIAL JOINT ACTION BY UNANIMOUS
WRITTEN CONSENT OF SHAREHOLDERS AND DIRECTORS OF
AGUDEL CORPORATION**

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 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

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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 Section 331 of the Internal Revenue Code of 1986.
- 5. That this consent is signed in counterparts and that all counterparts together shall reflect the consent to the resolution.

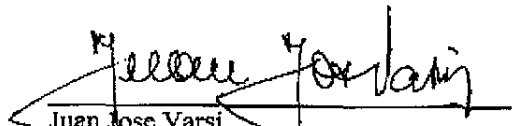
IN WITNESS WHEREOF, I have signed this document this 23 day of May, 2005.


The Directors


 Juan Jose Varsi
 President / Director


 Maria Claudina Varsi
 Vice President / Treasurer / Director

The Shareholders:


 Juan Jose Varsi


 Maria Claudina Varsi

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CERTIFIED COPY OF PLAN OF LIQUIDATION

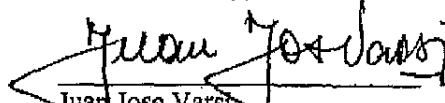
OF

AGUDEL CORPORATION

The undersigned, Director, of AGUDEL CORPORATION hereby certifies that this a true copy of the plan of liquidation that was adopted by the corporation on May 23, 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 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.
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.

Signed this 23 day of May, 2005, under penalty of perjury.


Juan Jose Varsi
President / Director

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 13 day of May, 2005, in Miami-Dade County, Florida.

AGUDEL CORPORATION

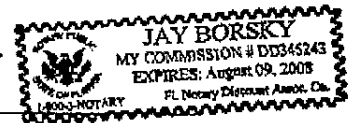
By: Juan Jose Varsi
Juan Jose Varsi
President / Director

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

Before me personally appeared Juan Jose Varsi, President / Director of AGUDEL CORPORATION., 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 AGUDEL CORPORATION, on behalf of the corporation, this ____ day of May, 2005.

Jay Borsky
Notary public



My Commission Expires:

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