

P99000104844

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D.S.S.

38

**Defi. Inc**  
306 Alcazar Ave Suite 302  
Coral Gables, Florida 33134  
(305) 447-1299

November 17, 2006

Dissolution Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Via US Certified Mail #:7004 1350 0005 34816133

Re: Defi, Inc. & Subsidiaries  
Document Nos.: P99000104844 (Defi )  
P00000002132 (Afam)  
P00000045980 (P.H.A.R.)  
P00000046010 (P.G.H.R.A.U.)  
P00000081680 (Bizz Internet 2000)  
P01000028060 (Florida Contemporary Art)  
P99000103557 (Alrix)  
P99000104848 (Return USA)

Dear Sir or Madam:

Enclosed herewith original Unanimous Written Consent of the Shareholders and Sole Director of Defi, Inc., along with Exhibit A, Plan of Liquidation, Assignment of Stock Power and Certificate of Secretary together with a check in the amount of \$43.75.

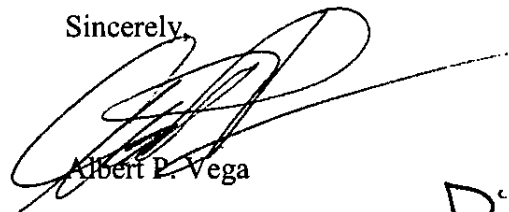
Please have these original copies of corporate liquidation documents filed among the corporate records of the State of Florida. Please return a certified copy to the undersigned.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$ 35.00
Certified Copy Fee	<u>8.75</u>
<b>TOTAL</b>	<b>\$ 43.75</b>

Thank you for your attention to this matter.

Sincerely,

  
Albert P. Vega

D:SS.

Enclosures

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All Attachments Filed  
as requested (38)

**ARTICLES OF DISSOLUTION**

**OF**

**DEFI, INC.**

**FILED**

06 NOV 22 PM 2:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of this corporation is DEFI, INC.
2. DEFI, INC., elected to dissolve pursuant to the Unanimous Written Consent of its Shareholders and the Director, which Written Consent was effective as of the 15<sup>th</sup> day of June, 2006. A copy of the Unanimous Written Consent is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 15<sup>th</sup> day of June, 2006.

DEFI, INC.  
a Florida corporation

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

  
Albert P. Vega  
Secretary

**UNANIMOUS WRITTEN CONSENT  
OF THE SHAREHOLDERS  
AND SOLE DIRECTOR OF DEFI, INC.**

The undersigned, being the sole Shareholders and Director of DEFI, INC., a Florida Corporation (the "Corporation"), do hereby consent to the adoption and approval of the following resolutions:

**Adoption of Plan of Liquidation**

WHEREAS, the Director and Shareholders of this Corporation deem it advisable and in the best interest of the Corporation and its Shareholders that the Corporation be completely liquidated and dissolved; and

WHEREAS, the Director finds it advisable to adopt a plan of complete liquidation in accordance with the requirements of Section 331 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder; and

WHEREAS, the Shareholders deem it advisable and in its best interest that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation presented to it by the Director of this Corporation, it is

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

1. The officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.
2. As soon as practicable, the officers shall wind up the affairs of the Corporation; pay or provide for the payment of its liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses and estimated unascertained or contingent expenses, if they deem such a reserve to be desirable; and distribute to the Shareholders in cancellation of its shares, any remaining assets of the Corporation subject to any unpaid liabilities.
3. If a reserve is established to meet claims against the Corporation, the officers shall arrange for the distribution of any unused balance of the reserve to the Shareholder as soon as practicable.
4. The officers of the Corporation are authorized and directed to file, or to have tax counsel for the Corporation file, Form 966 with the Internal Revenue Service together with a certified copy of this Resolution, within 30 days after the date hereof.
5. The officers of the Corporation are authorized and directed to file all other forms and documents required by the State of Florida, including Articles of Dissolution, and the

federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.

RESOLVED, that the officers of the Corporation be, and hereby are, authorized and directed to take such additional action as they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolution.

Other Actions by Officers and Director

RESOLVED, that any and all actions taken since the last meeting of the Shareholders and Director of this Corporation by the Director and officers of this Corporation be, and they hereby are, ratified, confirmed and approved in all respects.

Effective Date: June 15, 2006.

DEFI, INC., a Florida corporation

By:   
Patrick Getreide, Director/ Shareholder

By:   
G.G. & G, S.A., Shareholder

## **EXHIBIT "A"**

### **PLAN OF COMPLETE LIQUIDATION**

**RESOLVED**, that the Corporation be completely liquidated in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder, and pursuant to the following Plan of Complete Liquidation:

1. The officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.
2. As soon as practicable, the officers shall wind up the affairs of the Corporation; pay or provide for the payment of its liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses and estimated unascertained or contingent expenses, if they deem such a reserve to be desirable; and distribute to the Shareholders in cancellation of their shares, any remaining assets of the Corporation subject to any remaining unpaid liabilities.
3. If a reserve is established to meet claims against the Corporation, the officers shall arrange for the distribution of any unused balance of the reserve to the Shareholders as soon as practicable.
4. The officers of the Corporation are authorized and directed to file, or to have tax counsel for the Corporation file, Form 966 with the Internal Revenue Service together with a certified copy of this Resolution, within 90 days after the date hereof.
5. The officers of the Corporation are authorized and directed to file all other forms and documents required by the State of Florida, including Articles of Dissolution, and the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.

**RESOLVED**, that the officers of the Corporation be, and they hereby are, authorized and directed to take such additional action as they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolution.

### **ASSIGNMENT AND STOCK POWER**

FOR VALUE RECEIVED, DEFI, INC., hereby grants, assigns, transfers and conveys unto PATRICK GETREIDE, an individual, One Thousand (1,000) shares representing the total outstanding capital stock of DEFI, INC., a Florida corporation (the "Corporation"), standing in its name on the books of said Corporation and represented by Certificate No. 1, and it does hereby irrevocably constitute and appoint Patrick Getreide, an individual, to transfer said stock on the books of the Corporation with full power of substitution in the premises.

WITNESS WHEREOF, the undersigned has executed the foregoing Assignment and Stock Power to be effective as of the 15<sup>th</sup> day of June, 2006

DEFI, INC  
a Florida corporation

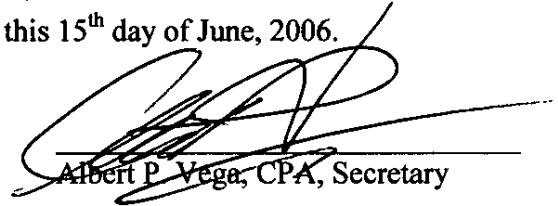
By: \_\_\_\_\_

Patrick Getreide

### **CERTIFICATE OF SECRETARY**

I HEREBY CERTIFY that I am the duly elected and acting Secretary of DEFI, INC.; that Exhibit A attached hereto is a true and exact copy of resolutions adopted by the Shareholders and Sole Director of DEFI, INC., as of the 15<sup>th</sup> day of June, 2006, in conformity with the Articles of Incorporation and the By-laws of said corporation; and that such resolutions have not been rescinded or modified and remain in full force and effect.

WITNESS my hand and seal of DEFI, INC., on this 15<sup>th</sup> day of June, 2006.



Albert P. Vega, CPA, Secretary