

P9900011551

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FILED
Dec 22, 2004 08:00 AM
Secretary of State

Handwritten signature/initials



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 11, 2005

MUHILLY & ASSOCIATION, INC.
% DR. DENIS K. MUHILLY
2304 BRUSHY CREEK RD.
GREER, SC 29650

SUBJECT: VENTANA OF SOUTH AMERICA CORP.
Ref. Number: P99000111551

We have received your document for VENTANA OF SOUTH AMERICA CORP. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We are enclosing the proper form(s) with instructions for your convenience.

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

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Anna Chesnut
Document Specialist

Letter Number: 005A00002028

**Dr. Denis Kelleher Muhilly, Ed.D.
Muhilly & Associates, Inc.
2304 Brushy Creek Rd.
Greer, South Carolina 29650
Tel. 864 322 8215
Fax. 864 322 8216
Efax: 309 406 8948**

DECEMBER 21, 2004

TO WHOM IT MAY CONCERN:

THE NATURE OF THIS LETTER IS TO ADDRESS THE DISSOLUTION OF TWO FLORIDA
CORPORATIONS NAMELY:

VENTANA OF SOUTH AMERICA, CORP
VENTANA HOLDING OF NORTH AMERICA, CORP

ACCOMPANYING THIS COVER LETTER, YOU WILL FIND THE RESPECTIVE COMPLETED
FORMS AND FILING FEE(S). KINDLY REMIT THE CERTIFIED COPY (OF EACH) TO THE
ABOVE ADDRESS.

THANK YOU, IN ADVANCE, FOR YOUR COOPERATION IN THIS MATTER.

SINCERELY,



DR. DENIS K. MUHILLY

FILED
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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 Department of State:
Ventura of South America Corp.

SECOND: The document number of the corporation (if known): 999000111551

THIRD: The date dissolution was authorized: 12-21-04
Effective date of dissolution if applicable: 12/21/04
(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 100%

Ventura Corp
(voting group)

Signed this 21st day of December, 2004.

Signature: Denis K. Muhilly

(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)

DR DENIS K. MUHILLY
(Typed or printed name of person signing)

Director
(Title of person signing)

Filing Fee: \$35