

Division of Corporations

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

DISSOLUTION
MERIMA CORPORATION

Certificate of Status	1
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Page Count	05
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ARTICLES OF DISSOLUTION
OF
MERIMA CORPORATION

1. The name of this Corporation is MERIMA CORPORATION, which was duly incorporated on June 25, 1991, in the State of Florida.
2. The name, title and post office address of each of the officers of the Corporation are as follows:

President & Director:
Ricardo H. Paez
6039 Collins Avenue #905
Miami Beach, FL

Treasurer & Director:
Marcelo Paez
531 West 49th Street
Miami Beach, FL 33140

3. All debts, obligations and liabilities of this Corporation have been paid or discharged.
4. All the 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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IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 6th day of November, 2002, in Miami-Dade County, Florida.

MERIMA CORPORATION

By: 

RICARDO H. PAEZ
President & Director

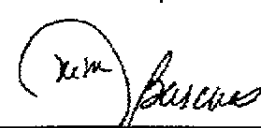
STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

Before me personally appeared RICARDO H. PAEZ, President and Director of MERIMA CORPORATION, who is personally known to me and/or who presented the following identification FL DRIVERS and who executed the foregoing Articles of Dissolution, and acknowledged before me that she executed these Articles of Dissolution of MERIMA CORPORATION, on behalf of the corporation, this 6th day of November, 2002.



Ana M. Basenas
Commission # CG 906882
Expires Feb. 26, 2004
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public

My Commission Expires:

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CORP DISSOMERIMA CORPORATION

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EXHIBIT "A"

**SPECIAL JOINT ACTION BY UNANIMOUS
WRITTEN CONSENT OF SHAREHOLDERS AND DIRECTORS OF
MERIMA 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 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.

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.

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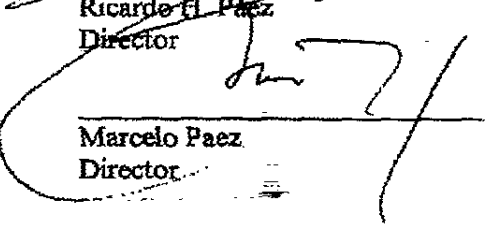
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5. That this consent is signed in counterparts and that all counterparts together shall reflect the consent to the resolution.

IN WITNESS WHEREOF, I have signed this document this 6th day of November, 2002

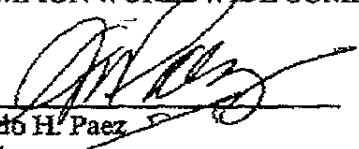
The Directors:


Ricardo H. Paez
Director


Marcelo Paez
Director

The Sole Shareholders:

CHAMPION WORLDWIDE COMPANY LIMITED

By: 
Ricardo H. Paez
President

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CERTIFIED COPY OF PLAN OF LIQUIDATION

OF

MERIMA CORPORATION

The undersigned, President, of MERIMA CORPORATION, hereby certifies that this is a true copy of the plan of liquidation that was adopted by the corporation on November 06, 2002, 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 6th day of November, 2002, under penalty of perjury.



RICARDO H. PAEZ
President & Director

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