

# 565434

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known)

1. Gesfinance Corp  
(Corporation Name)

(Document #)

EFFECTIVE DATE

12-31-98

2. \_\_\_\_\_  
(Corporation Name)

(Document #)

3. \_\_\_\_\_  
(Corporation Name)

(Document #)

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4. \_\_\_\_\_  
(Corporation Name)

(Document #)

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☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Effective date  
12/31/98

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

VOIDS  
12/23

**ARTICLES OF DISSOLUTION  
OF  
GESFINANCE CORP.**

1. The name of this corporation is GESFINANCE CORP.
2. GESFINANCE CORP. elected to dissolve pursuant to the Unanimous Written Consent of its sole Shareholder and sole Director, which Written Consent was effective as of 12-11, 1998. A copy of the Unanimous Written Consent is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 21<sup>st</sup> day of DECEMBER, 1998.

GESFINANCE CORP., a Florida corporation

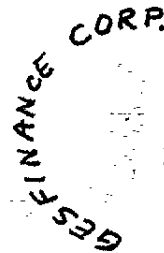
**EFFECTIVE DATE**

12-31-98

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

Patrick L. Murray, Director

(Corporate Seal)



UNANIMOUS WRITTEN CONSENT  
OF THE  
SOLE SHAREHOLDER AND SOLE DIRECTOR  
OF  
GESFINANCE CORP.

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TALLAHASSEE, FLORIDA

The undersigned, being the sole Shareholder and the sole Director respectively, of GESFINANCE CORP., a Florida corporation (the "Corporation"), do hereby consent to the adoption and approval of the following resolutions:

Adoption of Plan of Complete Liquidation and Dissolution

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

WHEREAS, the Director find that it is advisable to adopt a plan of complete liquidation in accordance with the requirements of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Shareholder of this Corporation deems 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 Directors 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.
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 liabilities and contingent expenses, if they deem such a reserve to be desirable; and distribute to the Shareholder in cancellation of its 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 Shareholder as soon as practicable.

4. The officers of the Corporation are authorized and directed to file, or to have 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 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.

#### Other Actions by Officers and Director

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


#### Waiver of Other Requirements

RESOLVED, that the preparation of annual financial statements for the Corporation for this year and all prior years, be, and it hereby is waived.

#### Counterpart Execution

RESOLVED, that the sole Shareholder and sole Director of this Corporation be, and each of them hereby is, authorized to execute this Written Consent in one or more counterparts and that, upon such execution by the sole Shareholder and the sole Director of this Corporation, this Written Consent be, and as of the effective date hereof it hereby is, approved and adopted as the act and deed of the sole Shareholder and the sole Director of this Corporation.

Effective Date: DEC. 31, 1998.

  
\_\_\_\_\_  
Patrick L. Murray

BLARNEY, INC.

By:   
\_\_\_\_\_  
Jorge Luis Herrera

## CERTIFICATE OF SECRETARY

I HEREBY CERTIFY that I am the duly elected and acting Secretary of GESFINANCE CORP.; that Exhibit "A" attached hereto is a true and exact copy of resolutions adopted by the sole Shareholder and sole Director of GESFINANCE CORP. to be effective as of the 31 day of December, 1998, 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 GESFINANCE CORP. on this 11 day of December, 1998.

(Seal)

  
MIRIAM DE LA NUEZ