

**S83375**

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**DISSOLUTION**

**ALIMAR INVESTMENTS, INC.**

Certificate of Status	1
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Page Count	06
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p.1



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

October 27, 2004

ALIMAR INVESTMENTS, INC.  
2601 S.W. 69TH COURT  
MIAMI, FL 33155

SUBJECT: ALIMAR INVESTMENTS, INC.  
REF: S83375

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Teresa Brown  
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H04000214207 3

ARTICLES OF DISSOLUTION  
OF  
ALIMAR INVESTMENTS, INC.

FILED  
04 OCT 27 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of this Corporation is ALIMAR INVESTMENTS, INC., which was duly incorporated on 09/27/1991, 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, Treasurer, Director:

CECILIO LOPEZ  
2601 S.W. 69TH CT  
Miami, FL

Vice President, Secretary, Director:

ENRIQUE FRAXEDAS  
2601 S.W. 69TH CT  
Miami, FL

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".
7. The Dissolution of the Corporation was authorized on 10/21/2004.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 21<sup>th</sup> day of October, 2004, in Miami-Dade County, Florida

ALIMAR INVESTMENTS, INC.

By: Cecilio Lopez  
Cecilio Lopez  
President

ALIMAR INVESTMENTS, INC.

Attested:

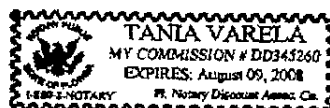
By: Enrique Fraxedinas  
Enrique Fraxedinas  
Secretary

STATE OF FLORIDA           )  
  )  
COUNTY OF MIAMI-DADE    )

Before me personally appeared Cecilio Lopez, the President of Alimar Investments, Inc., 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 Alimar Investments, Inc., on behalf of the corporation, this 21<sup>th</sup> day of October, 2004.

[Signature]  
Notary Public State of Florida at large

My Commission Expires:

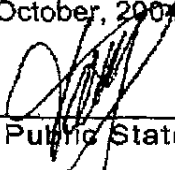


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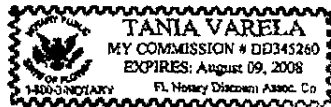
H04000214207 3

STATE OF FLORIDA       )  
                                  )  
COUNTY OF MIAMI-DADE   )

Before me personally appeared Enrique Fraxedas, the Secretary of Alimar Investments, Inc., 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 Alimar Investments, Inc., on behalf of the corporation, this 21<sup>th</sup> day of October, 2004.

  
\_\_\_\_\_  
Notary Public State of Florida at large

My Commission Expires:



H04000214207 3

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**EXHIBIT "A"**

**CONSENT IN LIEU OF SPECIAL  
MEETING OF OFFICERS AND DIRECTORS OF  
ALIMAR INVESTMENTS, INC.**

The undersigned, being the Officers and Directors of Alimar Investments, Inc., (hereafter the "Corporation"), do hereby unanimously consent to the following Resolutions in lieu of a special meeting of Officers and Directors, pursuant to Florida Statutes:

**RESOLVED AS FOLLOWS:**

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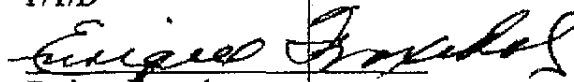
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5. That this consent is signed in counterparts and that all counterparts together shall reflect the consent to the resolution.

IN WITNESS WHEREOF, we have signed this document this 21<sup>th</sup> day of October, 2004.

The Officers and Directors:

  
Cecilio Lopez  
P/T/D

  
Enrique Fraxedas  
VP/S/D

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CERTIFIED COPY OF PLAN OF LIQUIDATION

OF

ALIMAR INVESTMENTS, INC.

The undersigned, Directors and Officers of ALIMAR INVESTMENTS, INC., hereby certify that this is a true copy of the plan of liquidation that was adopted by the corporation on October 21, 2004, 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 21<sup>th</sup> of October, 2004, under penalty of perjury.

ALIMAR INVESTMENTS, INC.

By: Cecilio G Lopez  
CECILIO LOPEZ  
President

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