

S86157

SOLANO & ASSOCIATES ENTERPRISES, INC.  
P.O. BOX 574842 • ORLANDO, FLORIDA 32857-4842

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04 MAR 23 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dissolution

T BROWN MAR 29 2004

## ARTICLES OF DISSOLUTION

La Placita Latina, Inc., by and through its president and secretary, hereby files these, its Articles of Dissolution and states:

1. The name of the corporation is La Placita Latina, Inc..
2. The names and respective addresses of its officers are as follows:

Miguel Ortiz, 14874 Lone Eagle Drive, Orlando, FL 32837

3. The names and respective addresses of its directors are as follows:

Miguel Ortiz, 14874 Lone Eagle Drive, Orlando, FL 32837.

4. All liabilities and obligations of the corporation have been paid, or discharged, or adequate provision for the payment of same has been made by the directors and shareholders of the corporation.

5. All property and assets of the corporation have been distributed among the shareholders in accordance with their respective rights and interest after payment or making provisions for payment of liabilities and obligation of the corporation.

6. There are no actions pending against the corporation in any court that adequate provision for payment thereof has not been made for the satisfaction of any potential judgment, order, or decree, which may be entered against the corporation.

7. The corporation elected to dissolve by act of the corporation, a copy of the resolutions to dissolve and statement that such resolution was adopted by the shareholders of the corporation on the 3<sup>rd</sup> day of October, 2003 is attached.

Dated this 9th day of March, 2004.

By: Miguel Ortiz La Placita Latina, Inc.  
Miguel Ortiz, as President

By: Miguel Ortiz  
Miguel Ortiz, as Secretary

State of Florida:  
County Of Orange:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared La Placita Latina, Inc. to be the persons described in and who executed the foregoing instrument and who executed the foregoing instrument and they acknowledge before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 9<sup>th</sup> day of March, 2004.

Beatriz Cintron  
Notary Public



Beatriz Cintron  
MY COMMISSION # DD112975 EXPIRES  
April 29, 2006  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED  
04 MAR 23 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## SHAREHOLDERS CONSENT TO DISSOLUTION OF CORPORATION

The undersigned, Miguel Ortiz, represents that he is the sole shareholders of the outstanding stock of La Placita Latina, Inc., by consent to the dissolution of the corporation by the filing of Articles of Dissolution with the Secretary of State, State of Florida.

Further, as the sole shareholder of the outstanding stock of the corporation, he does hereby direct the directors to implement a resolution of dissolution of the corporation.

Dated this 3 day of October, 2003.

  
Miguel Ortiz, Shareholder

## DIRECTORS

### IMPLEMENTATION OF RESOLUTION OF

### DISSOLUTION

WHEREAS, the shareholders of La Placita Latina, Inc., adopted a resolution of dissolution on the 3<sup>rd</sup> day of October, 2003, electing to dissolve the Corporation and authorizing the Directors to dissolve and liquidate the said Corporation; now, therefore, be it:

1. RESOLVED, that as the President and Secretary of La Placita Latina, Inc., Mr. Miguel Ortiz (herein after referred as he), is authorized to take all actions necessary to wind up the affairs of the corporation, including the lease, sale, conveyance, or assignment of any or all of the Corporation's assets, and to execute any documents or instruments necessary and incident thereto;
2. RESOLVED, that as the President of La Placita Latina, Inc., he is authorized and directed to distribute the assets of the Corporation in accordance with the terms and on the conditions set forth in a plan of liquidation previously adopted by the Board of Directors and the resolution of Directors for Distribution of Assets, in kind, Adopted the 3<sup>rd</sup> day of October 2003.
3. RESOLVED FURTHER, that the President of La Placita Latina, Inc. is authorized and required to execute all documents, instruments, reports, tax returns, certificates, and affidavits required by federal, state, or local government in connection with or by reason of the liquidation and dissolution of the

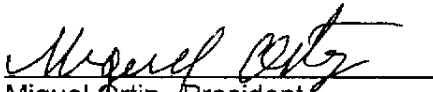
Corporation or on behalf of the Corporation, including the Internal Revenue Service.

4. RESOLVED FURTHER, that the President of La Placita Latina, Inc. is authorized and required to file all documents required by law to be filed in order to effect the dissolution of the Corporation.

The undersigned, being all of the Directors of La Placita Latina, Inc., authorize, by their signatures below, the above resolution.

IN WITNESS WHEREOF, the undersigned have hereunto signed their names.

Executed effective as of the 3rd day of October, 2003, at Orlando, Florida.

  
Miguel Ortiz, President

  
Miguel Ortiz, Secretary