

Sent By: CANTOR & WEBB P.A.;

3053714564;

May-2-08 10:09AM;

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Division of Corporations

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V11402

Florida Department of State
Division of Corporations
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DISSOLUTION OR WITHDRAWAL

SUNRISE ESTATE INC.

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20 Diss/Withdrawal
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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 Florida Department of State:
Sunrise Estate Inc.

SECOND: The document number of the corporation (if known): V11402

THIRD: The date dissolution was authorized: March 31, 2008

Effective date of dissolution if applicable: May 1, 2008
(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 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

(voting group)

Signature: 

(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)

Federico Pignatelli

(Typed or printed name of person signing)

Director/President

(Title of person signing)

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**JOINT WRITTEN CONSENT
OF SOLE DIRECTOR AND SOLE SHAREHOLDER
OF**

SUNRISE ESTATE INC.

The undersigned, constituting the sole Director and the sole Shareholder of **SUNRISE ESTATE INC.**, a Florida corporation, (the "Corporation") do hereby consent, pursuant to the Florida General Corporation Act, to the adoption of the following preambles and resolutions in lieu of a special joint meeting of the Board of Directors and Shareholder of the Corporation:

WHEREAS, ROVIRAL BUSINESS CO., a Panama corporation, is the owner of 1,000 shares of the common stock of the Corporation, which constitute all of the issued and outstanding shares of the Corporation.

WHEREAS, the Corporation desires to adopt a Plan of Liquidation.

NOW, THEREFORE, BE IT RESOLVED, that the Plan of Liquidation of the Corporation, is hereby approved, ratified and adopted, thereby permitting the liquidation of the Corporation in accordance with '331 of the Internal Revenue Code, as amended (the "Code"), and the dissolution of the Corporation pursuant to Florida Statutes '607.1402; and

RESOLVED, that the President and Secretary of the Corporation be, and he is hereby authorized, empowered and directed in the name and on behalf of the Corporation, to take such additional action and to execute and deliver such additional agreements, documents and instruments as he may deem necessary or appropriate to implement the provisions of the foregoing resolutions,

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the authority for the taking of such action and the execution and delivery of such agreements, documents and instruments to be conclusively evidenced thereby.

IN WITNESS WHEREOF, the undersigned has executed this unanimous Joint Written Consent effective as of the 31st day of March, 2008.

SUNRISE ESTATE INC.,
a Florida corporation

By:

FEDERICO PIGNATELLI, President,
Secretary and sole Director

Sole Stockholder:

ROVIRAL BUSINESS CO,
a Panama corporation

By:

FEDERICO PIGNATELLI, President

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