

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 101, Tallahassee, Florida, 32308
(850) 944-8870 1-800-342-0067 Fax (850) 944-1122

V394152

Blue Ocean Holding Corp

500003191355--6

-03/31/00--01035--013

*****43.75 *****43.75

Art of Inc. File *chess*

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

☒ Dissolution / Withdrawal

☒ Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED

00 MAR 31 PM 1:00

RECEIVED

00 MAR 31 AM 10:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by: *LM*

3/31 9:59

Name

Date

Time

Walk-In

Will Pick Up

ADR
3/31/00

**ARTICLES OF DISSOLUTION
OF
BLUE OCEAN HOLDING CORP.**

FILED
00 MAR 31 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the above-named Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

**ARTICLE ONE
NAME**

The name of the Corporation is "**BLUE OCEAN HOLDING CORP.**"

**ARTICLE TWO
OFFICERS**

The name and address of its officers is:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Sebastiano Furstenberg	President	700 Brickell Avenue, Suite 500 Miami, FL 33131
Giuseppe Bottigliere	Secretary	700 Brickell Avenue, Suite 500 Miami, FL 33131

**ARTICLE THREE
DIRECTOR**

The name and address of its directors is:

<u>Name</u>	<u>Address</u>
Sebastiano Furstenberg	700 Brickell Avenue, Suite 500 Miami, FL 33131
Giuseppe Bottigliere	700 Brickell Avenue, Suite 500 Miami, FL 33131

**ARTICLE FOUR
LIABILITIES**

All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.

**ARTICLE FIVE
DISTRIBUTION OF ASSETS**

All remaining property and assets of the Corporation have been distributed among the shareholders in accordance with their respective rights and interests.

**ARTICLE SIX
LEGAL ACTIONS**

There are no actions pending against the Corporation in any court.

**ARTICLE SEVEN
ELECTION TO DISSOLVE**

A copy of the Corporate Consent of Shareholders to Dissolve, having been signed by all of the shareholders of the Corporation on the ~~30th~~ ^{April} day of March, 2000 is attached hereto.

DATED this 3rd day of March, 2000.

**BLUE OCEAN HOLDING CORP., a Florida
corporation**

By: _____

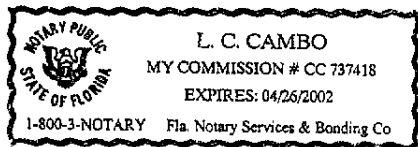
Sebastiano Furstenberg, President and Director

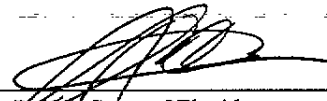
By: _____

Giuseppe Bottigliere, Secretary and Director

STATE OF FLORIDA)
)SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 3rd day of March, 2000 by SEBASTIANO FURSTENBERG as President and Director, and GIUSEPPE BOTTIGLIERE, as Secretary and Director of BLUE OCEAN HOLDING CORP., a Florida corporation, on behalf of the corporation. They are personally known to me or produced _____ and _____ as identification.





Notary Public-State of Florida
Printed Name: L.C. CAMBO
Serial Number: _____
My Commission Expires: _____

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JOINT WRITTEN CONSENT
OF SOLE DIRECTOR AND SOLE SHAREHOLDER
OF
BLUE OCEAN HOLDING CORP.

The undersigned, constituting all of the members of the Board of Directors and the Sole Shareholder of **BLUE OCEAN HOLDING CORP.**, 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, BLUE OCEAN HOLDING LTD., a British Virgin Islands 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.

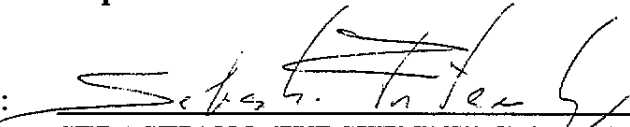
NOW, THEREFORE, BE IT RESOLVED, that the Plan of Liquidation of the Corporation in the form attached hereto, is hereby approved, ratified and adopted, thereby permitting the liquidation of the Corporation in accordance with §331 of the Internal Revenue Code, as amended (the "Code"), and the dissolution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

RESOLVED, that the President and Secretary of the Corporation be, and they are 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 any of them may deem necessary or appropriate to implement the provisions of the foregoing resolutions, 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 have executed this unanimous Joint Written Consent as of the 30th day of April, 2000.

BLUE OCEAN HOLDING CORP., a Florida corporation

By: 
SEBASTIANO FURSTENBERG, President and Director

By: 
GIUSEPPE BOTTIGLIERE, Secretary and Director

BLUE OCEAN HOLDING LTD., a British Virgin Islands corporation

By: 
SEBASTIANO FURSTENBERG, Director

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