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**DISSOLUTION OR WITHDRAWAL**

**HAS - HISPANIC ADVERTISING SERVICES, INC.**

Certificate of Status	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION  
OF**

**HAS - HISPANIC ADVERTISING SERVICES, INC.**

1. The name of this Corporation is HAS - HISPANIC ADVERTISING SERVICES, INC (hereafter the "Corporation"). The Corporation was duly incorporated on 08/17/1992, in the State of Florida.
2. The name, title and post office address of each of the OFFICERS of the Corporation is as follows:

JOSE FERNANDEZ - President  
2828 CORAL WAY STE 300  
MIAMI FL 33145

The name, title and post office address of each of the DIRECTORS of the Corporation is as follows:

JOSE FERNANDEZ  
2828 CORAL WAY STE 300  
MIAMI FL 33145

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".

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IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Dissolution on the 1<sup>st</sup> day of July, 2009, in Miami-Dade County, Florida.

HAS - Hispanic Advertising Services, Inc.

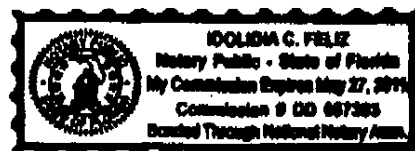
By: [Signature]  
JOSE FERNANDEZ  
President/Sole Director

STATE OF FLORIDA       )  
                                      )  
COUNTY OF MIAMI-DADE   )

The foregoing instrument was  
acknowledged before me this 1<sup>st</sup> day of July, 2009, by JOSE  
FERNANDEZ, as President & Sole Director of the Corporation, who is personally known to  
me or who has presented \_\_\_\_\_, as identification, and  
who did \_\_\_\_\_ take an oath.

My Commission expires:

[Signature]  
Notary Public, State of Florida



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**EXHIBIT "A"****SPECIAL JOINT ACTION BY UNANIMOUS  
WRITTEN CONSENT OF SHAREHOLDERS AND OFFICERS OF  
HAS - HISPANIC ADVERTISING SERVICES, INC.**

The undersigned being all the stockholders and officers of HAS - Hispanic Advertising Services, Inc, a Florida Corporation, do hereby unanimously consent to the following resolutions, taking said action in lieu of meetings, as permitted by statute and the Articles of Incorporation.

**RESOLVED AS FOLLOWS:**

**WHEREAS**, the shareholders 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 shareholders 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. 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.

2. That as soon as practical, Counsel for the Corporation shall file a certificate for the dissolution of the Corporation under appropriate provisions of Florida Statutes. 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.

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

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IN WITNESS WHEREOF, I have signed this document this 14<sup>th</sup> day of July, 2009

The Officers & Directors:

  
JOSE FERNANDEZ  
President/Sole Director

The Sole Shareholders:

  
Jose Fernandez as Trustee of the  
Roberto Cruz Zamora Revocable Trust

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**CERTIFIED COPY OF PLAN OF LIQUIDATION**  
**OF**  
**HAS - HISPANIC ADVERTISING SERVICES, INC.**

The undersigned, Directors and Officers of HAS - HISPANIC ADVERTISING SERVICES, INC., hereby certify that this is a true copy of the plan of liquidation that was adopted by the corporation on July 1st, 2009, as provided for under Delaware law.

1. That the Corporation proceeds to liquidate its assets 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.

2. That as soon as practical, Counsel for the Corporation files a certificate for the dissolution of the Corporation under appropriate provisions of the State of Delaware Corporate Law. Also, counsel for the Corporation will file an Application by foreign corporation for withdrawal of authority to transact business or conduct affairs in the State of Florida, under appropriate provisions of the State of Florida. The officers of the Corporation are hereby authorized to execute any and all documents necessary to effectuate such dissolution/withdrawal.

3. That the officers and directors be and they are hereby empowered, authorized and directed to proceed in accordance with the resolutions 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 1st<sup>th</sup> of July, 2009, under penalty of perjury.

The Officers & Directors:

  
JOSE FERNANDEZ  
President/Sole Director

The Sole Shareholders:

  
Jose Fernandez as Trustee of the  
Roberto Cruz Zamora Revocable Trust