

# PO2000076217

Florida Department of State  
Division of Corporations  
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From:  
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Account Number : I20000000083  
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## DISSOLUTION OR WITHDRAWAL

CIEM CORP.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$52.50

Electronic Filing Menu

Corporate Filing Menu

Help

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ARTICLES OF DISSOLUTION  
OF  
CIEM CORP.

The undersigned, President and Secretary of CIEM CORP., a Florida Corporation, do hereby certify the following in connection with the dissolution of the Corporation:

- 1. The name of the Corporation is CIEM CORP.
- 2. The names and addresses of the Officers of the Corporation are as follows:

<u>Name and Address</u>	<u>Office(s) Held</u>
Isaac Hanono Entebi 2875 NE 191 St. Suite 801 Aventura, Florida 33180	President, Vice- President, Secretary, Treasurer

- 3. The names and addresses of the Directors of the Corporation are as follows:

<u>Name and Address</u>
Isaac Hanono Entebi 2875 NE 191 St. Suite 801 Aventura, Florida 33180

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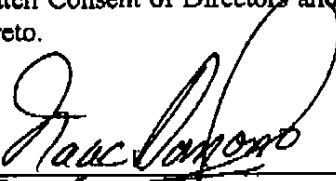
- 4. That all debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision made for their payment and/or discharge.

- 5. That all the remaining assets of the Corporation have been distributed among its Shareholders in accordance with their respective interests in the Corporation.

- 6. That there are no actions pending against the Corporation in any court.

- 7. That a copy of the Written Consent of Directors and Shareholders pursuant to Chapter 607, Florida Statutes, is attached hereto.

DATED this 30 day of March, 2009

  
 \_\_\_\_\_ (SEAL)  
 ISAAC HANONO ENTEBI  
 President, Vice-President, Secretary,  
 Treasurer, Director.

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

**BE IT REMEMBERED** that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared ISAAC HANONO ENTEBL, to me known to be the President, Vice-President, Secretary, Treasurer, and Director, and he acknowledged and swore before me that he executed said Articles of Dissolution.

WITNESS my hand and official seal at \_\_\_\_\_, said County and State, this 30 day of March, 2009.

*Alise Weinstein*  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

NOTARY PUBLIC-STATE OF FLORIDA  
Alise R. Weinstein  
Commission # DD656711  
Expires: MAY 13, 2011  
BONDED THRU ATLANTIC BONDING CO., INC.

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**WRITTEN CONSENT OF THE DIRECTORS AND SHAREHOLDERS  
OF CIEM CORP.  
TO DISSOLVE AND LIQUIDATE**

The undersigned, being all the Directors and all Shareholders of CIEM CORP., a Florida Corporation (the "Corporation"), by their signatures hereto pursuant to Section 607.134 and 607.394 of the Florida General Corporation Act, hereby adopt this Written Consent in lieu of a formal meeting, waive all notice of the time, place and objects of a meeting, and consent to, approve and adopt the following acts:

**BE IT RESOLVED**, by all the Stockholders and Directors of the Corporation, that it is in the best interests of the Corporation to fully liquidate and dissolve; and be it

**FURTHER RESOLVED**, that after paying or adequately providing for all of its known debts and liabilities, plus all sums due and paid hereafter pursuant to the Corporation's accounts receivables shall be set aside as a reserve fund for the payment of estimated expenses, taxes, unascertained or contingent liabilities, and expenses and costs of winding up, distribution and dissolution; and be it

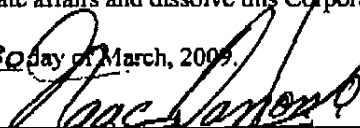
**FURTHER RESOLVED**, that, at such time as all liabilities of the Corporation have been paid or adequately provided for and when there shall be no further need for the aforesaid reserve fund, the balance in said reserve fund, if any, shall be distributed to each of the Shareholders in accordance with their respective shareholdings; and be it

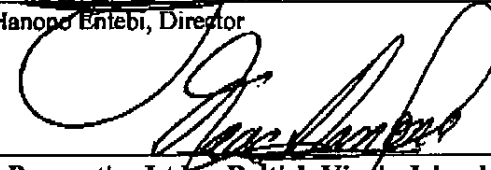
**FURTHER RESOLVED**, that, distribution of the aforesaid assets pursuant to the plan herein provided in this consent is subject to the following conditions:

1. That each Shareholder properly endorse and surrender the certificate or certificates evidencing that Shareholder's ownership of shares of the capital stock of this Corporation.
2. That such distribution shall be in complete satisfaction of the rights of each Shareholder of this Corporation upon distribution and liquidation of assets.

**FURTHER RESOLVED**, the President and Secretary of this Corporation are authorized, empowered and directed to execute and deliver in the name of and on behalf of the Corporation, all deeds, bills of sale, assignments, and other instruments of transfer as may be deemed necessary or proper, and that in general the Officers and Directors of this Corporation are hereby empowered, authorized, and directed to do any and all acts and things necessary to carry out, perform, implement, and consummate said plan of distribution and to wind up all corporate affairs and dissolve this Corporation.

EXECUTED this 30 day of March, 2009.

  
\_\_\_\_\_  
Isaac Hanono Entebi, Director

  
\_\_\_\_\_  
Doral Properties Ltd, a British Virgin Islands  
Sole Shareholder  
By: Isaac Hanono Entebi, as Authorized Signature

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