

L020000001214

(Requestor's Name)

USV OPTICAL, INC.
P.O. BOX 187
GLENLORA, NJ 08029

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

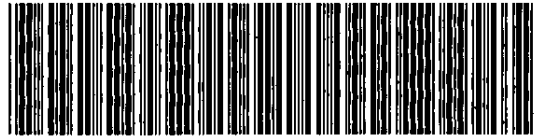
(Business Entity Name)

(Document Number)

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B. KOHR

MAR 18 2010

EXAMINER

ARTICLES OF DISSOLUTION
OF
OPTICARE SYSTEMS, LLC

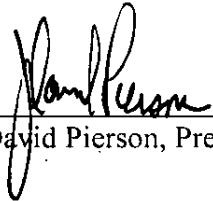
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1. The name of the limited liability company is OptiCare Systems, LLC (the "Company").
2. The Articles of Organization were filed on January 16, 2002.
3. The date the dissolution was approved: January 31, 2010.
4. The dissolution of the Company has been authorized by all of the members of the Company entitled to vote on dissolution.
5. **CHECK ONE:**
 All debts, obligations and liabilities of the limited liability company have been paid or discharged.
OR
 Adequate provision has been made for the debts, obligations and liabilities pursuant to Section 608.4421.
6. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.
7. **CHECK ONE:**
 There are no suits pending against the company in any court.
OR
 Adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending suit.

Signatures of the members having the same percentage of membership interests necessary to approve the dissolution:.

OPTICARE HEALTH SYSTEMS, INC.,
its sole member

By: _____


J. David Pierson, President

**UNANIMOUS WRITTEN CONSENT
OF THE
MEMBERS
OF
OPTICARE SYSTEMS, LLC**

Pursuant to Section 608.445 of the Florida Statutes, the undersigned members of OptiCare Systems, LLC, a Florida Limited Liability Company (the "*Company*"), being all the members of the Company, do hereby unanimously consent to approve and adopt the following resolutions:

Liquidation and Dissolution

WHEREAS, the members of the Company believe that it is in the best interests of the Company for the Company to cease doing business and be completely liquidated, which liquidation is proposed to be accomplished by distributing all of the Company's assets to the members of the Company, as more particularly set forth in the Plan of Complete Liquidation attached hereto as Exhibit "A" (the "*Liquidation Plan*");

WHEREAS, the members of the Company believe that it is in the best interests of the Company for the Company to dissolve promptly after the completion of the distributions called for in the Liquidation Plan; and

NOW THEREFORE, BE IT RESOLVED, that the undersigned members do hereby approve the Liquidation Plan and consent to the dissolution and liquidation of the Company on the terms set forth in the Liquidation Plan; and

FURTHER RESOLVED, that, promptly after the completion of the distributions called for in the Liquidation Plan, the Company shall file Articles of Dissolution with the Secretary of State of the State of Florida to effect the dissolution of the Company; and

FURTHER RESOLVED, that the sole Manager of the Company, be, and hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to take or cause to be taken all such further action and to sign, make, execute, acknowledge or verify, deliver and record or file any and all such agreements, confirmations, certificates, notices, statements, consents, instruments, documents or papers, as in each case may, in the Manager's sole discretion, be necessary or desirable in order to carry out the intent and to accomplish the purposes of the foregoing resolutions.

*****Remainder of Page Intentionally Left Blank*****

*****Signature Page to Follow*****

In attestation of the accuracy of the foregoing and of its approval of the action taken as described therein, and as evidence of their waiver of notice to the taking of such action by written consent of the members, the undersigned, being the holders of all of the outstanding membership interests of the Company entitled to vote on the matters presented above, have hereunto subscribed their hand to the same extent and for all purposes as if an actual meeting of the members of the Company had been held. This Consent may be executed in counterparts and may be delivered via facsimile transmission.

MEMBERS:

OptiCare Health Systems, Inc., sole member

Date: January 31, 2010

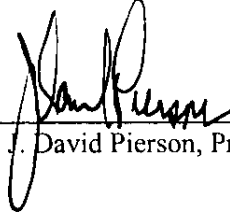
By:  _____
J. David Pierson, President

EXHIBIT "A"

**PLAN OF COMPLETE LIQUIDATION
OF
OPTICARE SYSTEMS, LLC**

January 2010

It is in the best interests of OptiCare Systems, LLC, a Florida Limited Liability Company (the "*Company*"), and its members that the Company cease doing business and be completely liquidated, and accordingly, the Company shall be completely liquidated as soon as possible.

The Company will pay, satisfy, discharge or make adequate provisions for the payment, satisfaction or discharge of its debts, liabilities or obligations, if any. Thereafter, the Company will distribute any remaining assets to its members.

Through the payment, satisfaction and discharge of any of the Company's liabilities, the Company shall be making adequate provisions for the payment and discharge of its debts, obligations and liabilities. Through the distribution to its members of any remaining assets of the Company, the Company shall be distributing to its members all assets and property of the Company of every kind and character then on hand. Within a reasonable amount of time thereafter, the Board of Directors of the Company shall then file in the office of the Secretary of State of the State of Florida such documents and/or instruments as may be necessary to dissolve the Company pursuant to the provisions of Section 608.445 of the Florida Statutes.