

Division of Corporations

L03000008028

Florida Department of State
Division of Corporations
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LLC DISS/WITH OR REV DISS
CONTESSA, LLC

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EXAMINER

**ARTICLES OF DISSOLUTION
FOR CONTESSA, LLC**

The undersigned Managing Member of the Company provides that the following information is true and correct:

- 1. The name of the limited liability company is: Contessa, LLC (the "Company").
- 2. The Articles of Organization were filed on March 5, 2003, and assigned document number: L03000008028
- 3. The date of the dissolution will be effective as of FEBRUARY 19, 2009.
- 4. The description of occurrence that resulted in the limited liability company's dissolution pursuant to section 608.441, Florida Statutes:

The above referenced limited liability company has been dissolved upon the written
Consent of all of the members of the limited liability company pursuant to section
608.441 of the Florida Statutes.

- 5. All debts, obligations and liabilities of the limited liability company have been paid or discharged.
- 6. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.
- 7. There are no suits pending against the Company in any court.

Signature of the sole Member is necessary to approve the dissolution:

CONTESSA, LLC

By: Donald F. Waggoner
Donald F. Waggoner, Manager

MEMBER:

**DONALD F. WAGGONER REVOCABLE
TRUST DATED 1/28/94, AS AMENDED**

By: Donald F. Waggoner
Donald F. Waggoner, co-Trustee

By: Zelma Wallace Waggoner
Zelma Wallace Waggoner, co-Trustee

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**CONSENT TO ACTIONS TAKEN WITHOUT A MEETING
OF THE MEMBER AND MANAGER OF CONTESSA, LLC**

The undersigned, being the sole Member and Manager of CONTESSA, LLC, a Florida limited liability company (the "Company"), does hereby consent to the adoption of the following resolutions:

WHEREAS, the Member of the Company wish to dissolve the Company; and

WHEREAS, Pursuant to the Operating Agreement and sections 608.441 of the Florida Statutes, the Member hereby approves the Manager to complete all acts necessary to complete the dissolution of the Company;

NOW, THEREFORE, the undersigned, being all of the Members and Managers of the Company, in accordance with the Florida Limited Liability Company Act relating dissolution of a limited liability company in sections 608.441 of the Florida Statutes, by signature hereto, do hereby consent to the following actions by the Manager of the Company:

RESOLVED, the Manager of the Company hereby determines the Company shall be dissolved and shall file Articles of dissolution with the Florida Department of State, Division of Corporations; and be it further

RESOLVED, that the sole Member of the Company hereby authorizes all acts to be taken by the Manager of the Company to dissolve the Company in accordance with the Operating Agreement and the Florida Statutes in effect as of the date subscribed below.

Dated effective as of FEBRUARY 19, 2009.

CONTESSA, LLC

By: Donald F. Waggoner
Donald F. Waggoner, Manager

MEMBER:

DONALD F. WAGGONER REVOCABLE
TRUST DATED 1/28/94, AS AMENDED

By: Donald F. Waggoner
Donald F. Waggoner, co-Trustee

By: Jelma Waggoner
Jelma Waggoner, co-Trustee