

L09000045516

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

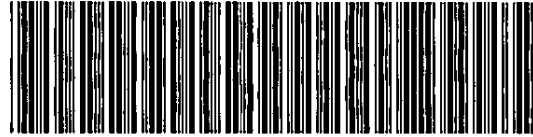
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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04/24/14--01034--009 **25.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 28 2013

T. HAMPTON

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: 345 OCEAN DRIVE, LLC
(Name of Limited Liability Company)

The enclosed Articles of Dissolution and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Carolyn Kahl
(Name of Person)

ROCA GONZALEZ, PA
(Firm/Company)

2601 S. Bayshore Drive, Suite 725
(Address)

Miami, FL 33133
(City/State and Zip Code)

For further information concerning this matter, please call:

Carolyn Kahl at (305) 859-6050
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

✓ \$25.00 Filing Fee and Certificate of Dissolution

--- \$55.00 Filing Fee, Certificate of Dissolution &
Certified Copy (additional copy is enclosed)

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF DISSOLUTION
FOR
A LIMITED LIABILITY COMPANY**

1. The name of a limited liability company is
345 OCEAN DRIVE, LLC
2. The Articles of Organization were filed on 05/11/2009 and assigned
document number L09000045516
3. The delayed effective date the dissolution if not effective on the date of filing: _____
(effective date cannot be prior to or more than 90 days later than date document is received for filing)
4. A description of occurrence that resulted in the limited liability company's dissolution pursuant to section
605.0707, Florida Statutes, (copy 605.0707 on back cover letter).
UNANIMOUS WRITTEN CONSENT OF THE MEMBERS

5. If there are no members, enter the name and address of the person appointed to wind up the company's
activities and affairs: _____

6. Signature of an authorized person or if there are no members, the signature of the person appointed and
listed above to wind up the company's activities and affairs:



Signature

PIERCARLO ROSSI

Printed Name

FILING FEE: \$25.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Notice of Limited Liability Company Dissolution

NOTE: This page is optional

This notice is submitted by the dissolved limited liability company named below for resolution of payment of unknown claims against this limited liability company as provided in s. 605.0712, F.S.

This "Notice of Limited Liability Company Dissolution" is optional and is not required when filing a voluntary dissolution.

Name of Limited Liability Company: 345 OCEAN DRIVE, LLC

Document number of Limited Liability Company is: L09000045516

Date of dissolution was: 04/16/2014 4/24/14

Description of information that must be included in a written claim:

- 1) Name and mailing address of person/entity making the claim
- 2) Description of the nature of the claim and events giving rise to the claim
- 3) Statement of the amount of the claim
- 4) Any information relevant to the claim

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

345 OCEAN DRIVE, LLC
ROCA GONZALEZ, PA
2601 Bayshore Drive, Suite 725
Miami, Florida 33133

A claim against the above named limited liability company will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

PIERCARLO ROSSI

Printed Name of the Person Filing

Piercarlo Rossi

Signature of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$25.00

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TALLAHASSEE, FLORIDA

**UNANIMOUS WRITTEN CONSENT OF THE MEMBERS
TO DISSOLVE 345 OCEAN DRIVE, LLC**

THE UNDERSIGNED, SILVA RE S.R.L., an entity formed under the laws of Italy, being the Sole Member of 345 OCEAN DRIVE, LLC, a Florida limited liability company (the "Company"), hereby agrees to and approves the following actions taken or to be taken by the Company:

RESOLVED, that the Sole Member of the Company hereby determines that the Company be voluntarily dissolved, and that that the Company's Manager shall take all steps necessary or appropriate to dissolve the Company pursuant to Section 605.0707 of the Florida Limited Liability Company Act (the "Dissolution").

RESOLVED, that **PIERCARLO ROSSI**, in his capacity as Manager of the Company, in connection with the Dissolution of the Company, is hereby authorized and directed to execute and file any and all documents necessary to effectuate the Dissolution, including but not limited to, Articles of Dissolution, notices to creditors, distributions of Company assets, affidavits, bills of sale, certifications, applications, assignments, addendums and/or agreements, receipts, and any other collateral documents and instruments which are required in connection with the Dissolution. A copy of the Articles of Dissolution to be filed with the Florida Secretary of State is attached hereto as Exhibit A.

RESOLVED, that the Sole Member of the Company, acknowledges and agrees that upon execution of this Unanimous Written Consent, no further amounts shall be withdrawn from any Company account and that upon execution hereof, all assets of the Company, including but not limited to bank accounts, goodwill, inventory, real property, personal property and intellectual property, if any, shall be the sole and exclusive property of the Member in proportion to its membership interest in the Company, which is 100%, and to the extent not already distributed to the Member, shall be promptly distributed thereto in accordance therewith.

RESOLVED, that in order to dispose of the known and unknown claims against the Company after Dissolution pursuant to Section 605.0710, Florida Statutes, **PIERCARLO ROSSI**, in his capacity as the Manager of the Company, shall complete and sign the affidavit attached hereto as Exhibit B, thereby providing notice to the Company of any and all known claimants or creditors of the Company.

Effective for all purposes as of the 16th day of April, 2014.

SOLE MEMBER:

SILVA RE S.R.L.,

An entity formed under the laws of Italy

By: 

Print: **HYRA TOMORR**

Its: **DIRECTOR**

THE ABOVE BEING ALL OF THE MEMBERS OF THE COMPANY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EXHIBIT B
AFFIDAVIT OF MANAGER

COUNTRY OF _____)
) ss
PROVINCE OF _____)

I, PIERCARLO ROSSI (the "Affiant"), in my capacity as Manager of **345 OCEAN DRIVE, LLC**, a Florida limited liability company (the "Company"), upon taking an oath, in order to effectuate the dissolution of the Company and dispose of the known and unknown claims against it, if any, hereby depose and say:

1. Affiant hereby certifies that ☒ Affiant has no knowledge of any creditors of the Company or ☐ Affiant is aware that the following persons or entities are known creditors of the Company:

2. Affiant hereby certifies that ☒ the Company has no known claims against it or ☐ Affiant is aware that the following persons or entities have known claims against the Company:

3. Affiant hereby certifies that ☒ the Company has no pending or threatened litigation or ☐ Affiant is aware that the following litigation is pending or threatened against the Company:

4. Affiant hereby certifies that ☒ no judgment or decree has been entered in any court of this State or of the United States against the Company and remains unsatisfied or ☐ Affiant is aware that the following judgments or decrees have been entered against the Company and remain unsatisfied:

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TALLAHASSEE, FLORIDA

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5. Affiant further states that he is familiar with the nature of an oath; and with the penalties provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature.
6. Affiant further certifies that he has read, or has had read to him, the full facts of this Affidavit, understands its contents and attests to the same based on his own personal knowledge.

UNDER PENALTIES OF PERJURY, I DECLARE THAT I HAVE READ THE FOREGOING AFFIDAVIT AND THAT THE FACTS STATED IN IT ARE TRUE.



PIERCARLO ROSSI

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