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(City/State/Zip/Phone #)

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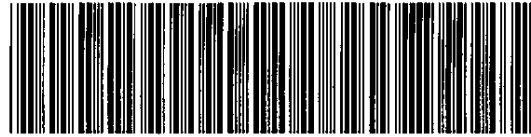
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JUL 2 - 2010

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10 JUL - 1 PM 1:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** THE MCELROY FAMILY LIMITED PARTNERSHIP  
(Name of Florida Limited Partnership or Limited Liability Limited Partnership)

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

Please return all correspondence concerning this matter to:

JOSEPH J. KULUNAS  
(Contact Person)

FOX ROTHSCHILD LLP  
(Firm/Company)

222 LAKEVIEW AVENUE - SUITE 700  
(Address)

WEST PALM BEACH, FL 33401  
(City, State and Zip Code)

For further information concerning this matter, please call:

JOSEPH J. KULUNAS at ( 561 ) 804-4402  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |   |  |   |
|--|---|--|---|
| <input checked="" type="checkbox"/> \$52.50 Filing Fee | <input type="checkbox"/> \$61.25 Filing Fee<br>and Certificate of<br>Status | <input type="checkbox"/> \$105.00 Filing Fee<br>and Certified Copy | <input type="checkbox"/> \$113.75 Filing Fee,<br>Certified Copy, and<br>Certificate of Status |
|--|---|--|---|

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

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

**CERTIFICATE OF DISSOLUTION  
FOR**

**THE MCELROY FAMILY LIMITED PARTNERSHIP**

(Name of Florida Limited Partnership or Limited Liability Limited Partnership)

Pursuant to the provisions of section 620.1203, Florida Statutes, this Florida limited partnership or limited liability limited partnership, whose certificate was filed with the Florida Department of State on February 5, 2003, assigned Florida document number A03000000184, hereby submits this Certificate of Dissolution.

**FIRST:** Reason for dissolution: (State why partnership is submitting dissolution)

BUSINESS CEASED

**SECOND:** ☒ A Notice of Dissolution is attached.  
(Check box if attached.)

**THIRD:** Effective date, if other than the date of filing: JUNE, 2010

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signatures of each general partner or the person appointed pursuant to s. 620.1803(3) or (4), F.S.:

THE MCELROY FAMILY LIMITED PARTNERSHIP

BY:

John L. McELROY  
John P. Sloan

Filing Fee: \$52.50  
Certified Copy (optional): \$52.50  
Certificate of Status (optional): \$8.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10 JUL - 1 PM 1:07

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**NOTICE OF DISSOLUTION  
FOR  
FLORIDA LIMITED PARTNERSHIP  
OR LIMITED LIABILITY LIMITED PARTNERSHIP**

This notice is submitted by the dissolved limited partnership or limited liability limited partnership named below or the successor entity for resolution of payment of unknown claims against this limited partnership or limited liability limited partnership as provided in s. 620.1807, F.S.

This "*Notice of Dissolution*" is optional and is not required when filing a Certificate of Dissolution.

Name of Dissolved Limited Partnership or Limited Liability Limited Partnership:

THE MCELROY FAMILY LIMITED PARTNERSHIP

Description of information that must be included in a claim:

N/A

Mailing address where claims can be sent: (Claims cannot be sent to the Florida Department of State.)

C/O JOSEPH J. KULUNAS, ESQ.

FOX ROTHSCHILD, LLP


222 LAKEVIEW AVENUE - SUITE 700

WEST PALM BEACH, FL 33401

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

Signature of a general partner or a principal of the successor entity:

John L. McElroy  
Printed Name

  
Signature

**Fee: No charge if included with Certificate of Dissolution. If filed separately, \$52.50.**

**AGREEMENT FOR DISSOLUTION  
OF PARTNERSHIP**

29 This Agreement for Dissolution of Partnership ("Agreement") is entered into as of March 29, 2010 by and between D.B.M. Management Company, Inc., a Florida Corporation ("General Partner"), and John L. McElroy, Individually, John L. McElroy as Trustee under the John L. McElroy Trust f/b/o Fielding D. McElroy dated June 20, 2003, John L. McElroy as Trustee under The John L. McElroy Trust f/b/o of Stefan J. McElroy, dated April 2, 2009, John L. McElroy as Trustee under the John L. McElroy Trust f/b/o Dane H. McElroy dated April 5, 2006, collectively, the "Limited Partners").

**WITNESSETH**

**WHEREAS**, the General Partner and the Limited Partners created the McElroy Family Limited Partnership on or around February 5, 2003;

**WHEREAS**, the General Partner and the Limited Partners desire to cease the business activities of the Partnership, dissolve the Partnership and to provide for the distribution of its assets to the partners.

Now therefore in consideration of the mutual promises contained herein and other good and valuable consideration, the receipt of which is hereby acknowledged, the General Partner and the Limited Partners agree as follows:

1. Pursuant to Article 3.2(b) of The McElroy Family Limited Partnership (the "Partnership Agreement") dated February 5, 2003, the General Partner and the Limited Partners consent to the dissolution and termination of the Partnership.

2. As soon as practical, the General Partner shall cause the Partnership to distribute to the General Partner and the Limited Partners all of the assets of the Partnership (other than a reasonable reserve for the expenses of termination and dissolving the Partnership) based on the capital accounts of the partners pursuant to Article 10 of the Partnership Agreement.

3. Upon completion of the distribution to all partners the General Partner shall file with the Florida Secretary of State a Certificate of Dissolution in the form provided in Exhibit A attached hereto.

4. The General Partner shall also file on behalf of the Partnership a final Form 1065, U.S. Return of Partnership Income, reflecting the dissolution of the Partnership in the Partnership's 2010 tax year.

5. This Agreement may be executed in counterparts.


**IN WITNESS WHEREOF**, the General Partner and the Limited Partners have executed this Agreement as of the day and year first above written.

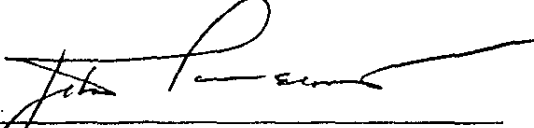
D.B.M. Management Company, Inc.,  
General Partner

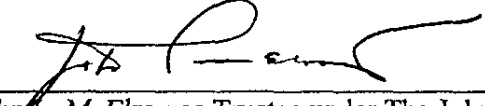
By: 

**LIMITED PARTNERS**

  
John L. McElroy, Individually

  
John L. McElroy as Trustee under the John  
L. McElroy Trust f/b/o Fielding D. McElroy  
dated June 20, 2003

  
John L. McElroy as Trustee under The John  
L. McElroy Trust f/b/o of Stephan J.  
McElroy, dated April 2, 2009

  
John L. McElroy as Trustee under The John  
L. McElroy Trust f/b/o of Dane H. McElroy  
dated April 5, 2006