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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Cocoa Investors, LLLP
(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:

Sandra Squillace

(Contact Person)

STATESIDE CAPITAL, LLC

(Firm/Company)

75 N.E. 6th Avenue - Suite 103

(Address)

Delray Beach, FL 33483

(City, State and Zip Code)

For further information concerning this matter, please call:

Sandra Squillace

at (561) 278-9292

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

\$52.50 Filing Fee \$61.25 Filing Fee and Certificate of Status \$105.00 Filing Fee and Certified Copy \$113.75 Filing Fee, Certified Copy, and 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

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**CERTIFICATE OF DISSOLUTION
FOR**

COCOA INVESTORS, LLLP

(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 8/19/05, hereby submits this Certificate of Dissolution.

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

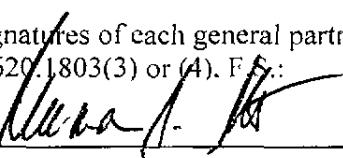
AS OF 12/31/05 THIS PARTNERSHIP IS NO LONGER DOING BUSINESS
IN THE STATE OF FLORIDA

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

THIRD: Effective date, if other than the date of filing: _____

(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.:



Norman S. Weinstein

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

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