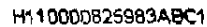


**Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet**

((H11000082598 3)))



**To:**

FROM:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$25.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
2011 MAR 29 AM 8:33

Help

MAR 30 2011

**EXAMINER**

FILED  
2011 MAR 29 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION  
FOR  
A LIMITED LIABILITY COMPANY

1. The name of a limited liability company is

PICKERING AVIATION SERVICES, L.L.C.

2. The Articles of Organization were filed on June 22nd 2000 and assigned document number L00000007348

3. The date the dissolution was approved: February 25th 2011

4. A description of occurrence that resulted in the limited liability company's dissolution pursuant to section 608.441, Florida Statutes, (copy 608.441 on back cover letter).

Company will no longer be conducting business.

5. CHECK ONE:

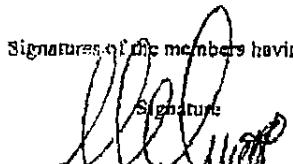
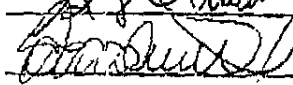
- ☒ All debts, obligations and liabilities of the limited liability company have been paid or discharged.  
-OR-  
☐ Adequate provision has been made for the debts, obligations and liabilities pursuant to s. 608.4421.

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:

Printed Name  
KANHILL INVESTMENTS LIMITED  
DIAVARUM ADMINISTRACAO E BENS LTDA.

FILED

2011 MAR 29 AM 9:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLAN OF COMPLETE LIQUIDATION  
AND DISSOLUTION  
OF

**PICKERING AVIATION SERVICES LLC**

1. Plan of Liquidation. This Plan of Liquidation and Dissolution (the "Plan") is intended to accomplish the complete liquidation and dissolution of **PICKERING AVIATION SERVICES LLC**, a Florida limited liability company (the "Company") through the distribution of all the Company's assets to its Members in complete liquidation of the Company. Such liquidation and dissolution shall be accomplished in the manner stated in this Plan.

2. Approval. This Plan will be considered adopted by the Company when approved by the Members of the Company.

3. Liquidation Period. The "Liquidation Period" shall mean the period in which the Company shall liquidate and distribute any and all of its assets of any kind whatsoever to its members in accordance with his, her or its respective rights and interest in the Company. The period in which such assets shall be distributed, and the dissolution, shall be completed as soon as practicable.

4. Abandonment. Upon the approval of the Plan by the Members of the Company, the Manager(s) of the Company may not, without further action by the Member, abandon this Plan.

5. Winding Up of Business. During the Liquidation Period, the Company shall continue its business to the extent necessary to collect accounts receivables, pay liabilities, and otherwise conduct business consistent with the objective of the Company to distribute all of its assets to its Members and wind up its affairs.

6. Final Distribution of Assets. Not later than the end of the Liquidation Period, all assets of the Company not previously distributed shall be distributed to the Members of the Company. In no event shall any amount be retained by the Company beyond the end of the Liquidation Period to meet the claims of the Members with respect to his, her or its Units.

7. Cancellation of Outstanding Units. Each of the foregoing distributions in complete liquidation shall be solely in exchange for, in complete redemption and cancellation of, and in payment for, all of the outstanding Units of the Company. The Members shall surrender or void their certificates for such Units as determined by the Manager for recording the receipt of distributions prior to the final distribution.

8. Filing. Within thirty (30) days from the date of the adoption of this Plan, the Manager shall file, through the accountant of the Company, with the Treasury Department any form or return that may be required by the IRS, adopting this Plan, if any.

Upon the final distribution of all of the assets of the Company, the Manager of the Company shall instruct the Company's accountants to close the books of the Company and to prepare and timely file a final income tax return and any required final state income tax return on behalf of the Company, and such other forms as are appropriate, if any.

FILED  
2011 MAR 29 AM 8:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WRITTEN CONSENT BY THE  
MEMBERS AND THE MANAGERS  
OF  
PICKERING AVIATION SERVICES LLC  
IN LIEU OF SPECIAL MEETING

The undersigned, being the MEMBERS and the sole MANAGER of PICKERING AVIATION SERVICES LLC, a limited liability company organized and existing under the laws of the State of Florida ("Company"), do hereby agree, consent to, adopt and order the following corporate action effective as of the date of February 25<sup>th</sup> 2011.

RESOLVED, that the MEMBERS and the sole MANAGER of the Company hereby consent to the dissolution and liquidation of the Company; and

RESOLVED, that the Articles of Dissolution in substantially the form presented to the undersigned are hereby approved and accepted, and that the Members of the Company are authorized and directed to cause to be filed with the Florida Department of State said Articles of Dissolution; and

RESOLVED, that the Company shall liquidate and distribute any and all of its assets of any kind whatsoever to its MEMBERS in accordance with his, her or its respective rights and interests in the Company as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable; and

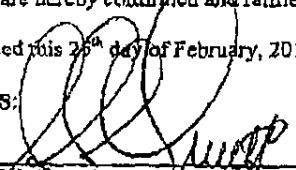
RESOLVED, that the sole Manager of the Company be, and hereby is, authorized and directed to execute such assignments and conveyances, and to do and perform such acts as may be necessary or appropriate for the carrying out of the purposes of the foregoing resolutions; and

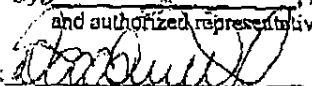
RESOLVED, that the sole Manager of the Company is hereby authorized to engage the services of such accountants, appraisers, attorneys and other professionals to provide advice and counsel to the Company in connection with any and all matters addressed in the previous resolutions as such officers shall deem necessary or advisable under the circumstances; and it is

FURTHER RESOLVED, that any and all actions heretofore or hereinafter taken by the sole Manager of the Company in connection with any and all of the matters discussed in the foregoing resolutions are hereby confirmed and ratified as properly authorized acts of the Company.

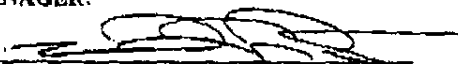
Dated this 25<sup>th</sup> day of February, 2011.

MEMBERS:

By:   
KANHILL INVESTMENTS LIMITED  
By: \_\_\_\_\_, its Director  
and authorized representative

By:   
DIAVARUM ADMINISTRACAO E BENS  
LTDA.  
By: \_\_\_\_\_, its  
authorized representative

MANAGER:

By:   
Worldwide Management LLC, Sole Manager  
By: W. Phillip Palmisano, its  
Authorized representative

FILED

2011 MAR 29 AM 8:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9. State Filing Requirements. After all of the assets of the Company have been distributed in complete redemption of the Members, the Manager of the Company shall cause to be filed with the Florida Department of State, Division of Corporations, the necessary documents pursuant to the appropriate provision of Section 608.441, Florida Statutes, as the statute presently exists or as may be amended, to effect a complete statutory dissolution of the Company, and to do such other actions as are required including filing all necessary documents.

10. Authorization of Necessary Acts. The Manager of the Company shall have the power to adopt all resolutions and execute all documents, and is authorized, empowered and directed to file all papers and take whatever action it may deem necessary or desirable for the purposes of effecting the complete liquidation and dissolution of the Company, and for carrying out the other purposes and intentions of the Plan.

IN WITNESS WHEREOF, the undersigned Members and Manager have executed on this 25<sup>th</sup> day of February, 2011, the foregoing written consent for the purpose of giving consent thereto.

Witnesses:

MEMBERS:



By: KANELL INVESTMENTS LIMITED  
By: \_\_\_\_\_, its Director  
and authorized representative

By: DIAVARUM ADMINISTRACAO E BENS  
LIDA.  
By: \_\_\_\_\_, its

MANAGER:



By: Worldwide Management LLC, Sole Manager  
By: W. Phillip Palmisano, its  
Authorized representative