

L01000000488

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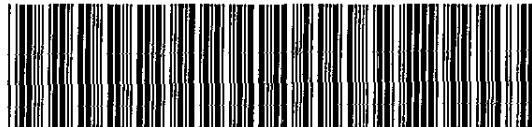
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TALLAHASSEE, FLORIDA

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SECTION 103 STATE
TALLAHASSEE, FLORIDA

BK

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Meyer Properties LLC

03 MAY 23 PM 1:50
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TALLAHASSEE, FLORIDA

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

Requested by

Name

Date

Time

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ARTICLES OF DISSOLUTION
OF
MEYER PROPERTIES, LLC

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03 MAY 23 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this Limited Liability Company is Meyer Properties, LLC. It was organized under the laws of the State of Florida on the 10th day of January, 2001, and assigned document number L01000000488.

The Limited Liability Company has elected to dissolve as of May 31, 2003, pursuant to a special meeting of its shareholders. A true copy of the minutes of the special meeting of the shareholders, the resolution to adopt a plan of corporate liquidation, the waiver of notice, and ratification of the minutes are attached and incorporated by reference as Exhibit A.

All debts, obligations and liabilities of the limited liability company have been paid or discharged. There are no suits pending against the company in any court.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 21st day of May, 2003, in Okaloosa County, Florida.

ATTEST:

By: 

F. SCOTT MEYER
Sole Member


F. SCOTT MEYER
Sole Member

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me personally appeared F. SCOTT MEYER, as Sole Member of MEYER PROPERTIES, LLC., who is either personally known to me or has produced a valid driver's license as identification to be the person who executed the foregoing Articles of Dissolution.

Executed this 21st day of May, 2003.




LISA Y. PITELL
Notary Public
My Commission Expires: 11/19/2004

03 MAY 23 PM 1:50
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**MINUTES OF THE SPECIAL MEETING
OF THE MEMBER OF
MEYER PROPERTIES, LLC**

A special meeting of the Members of Meyer Properties, LLC., a Florida Limited Liability Company, was held at 4 Eleventh Avenue, Suite 1, Shalimar, Florida, on the 21st day of May, 2003, pursuant to the waiver of notice attached.

The following Members were present in person or by proxy:

F. Scott Meyer

In Person

F. Scott Meyer acted as chairperson and as secretary of the meeting. The chairperson declared that all Members of record received notice of the special meeting and its purpose, all of the Members were present in person or by proxy, and that all had executed a waiver of notice of the meeting. The chairperson then announced the purpose of the meeting was to consider the dissolution of Meyer Properties, LLC. and to adopt a plan of liquidation of the assets.

A discussion ensued and the following resolutions were unanimously adopted by the Members of Meyer Properties, LLC.:

WHEREAS, the Members have determined that it is advisable and beneficial for the limited liability company that it be liquidated and dissolved; and

WHEREAS, the Members must and do hereby adopt a plan of liquidation and dissolution of Meyer Properties, LLC;

RESOLVED, that the following plan of liquidation is adopted to assemble and marshal the assets of Meyer Properties, LLC, to pay or make adequate provisions for the debts of Meyer Properties, LLC, and apportion the remaining assets among the Members according to their respective interests:

1. Meyer Properties, LLC shall be liquidated pursuant to the Internal Revenue Code and Section 607.1401 of the Florida Statutes.

2. Meyer Properties, LLC will distribute all of its property and assets effective as of May 31, 2003.

3. All liabilities and obligations of Meyer Properties, LLC will be paid or discharged, or adequate provision will be made for them.



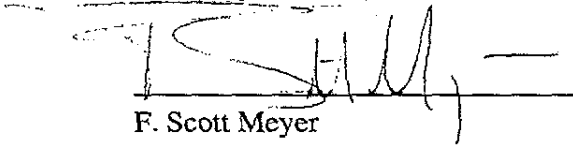
4. The Members of Meyer Properties, LLC are authorized to sell or otherwise liquidate all the properties and assets of Meyer Properties, LLC that they deem necessary or advantageous to facilitate the liquidation.

5. The Members of Meyer Properties, LLC are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including, but not limited to, the following:

- a. executing any and all instruments of conveyance;
- b. paying all taxes and fees;
- c. executing all documents required by law to be filed;
- d. retaining professional advisors, and
- e. doing all other things necessary or convenient to effect the dissolution of Meyer Properties, LLC

6. After the provision for, or payment of, the known debts and liabilities of Meyer Properties, LLC, the Members are authorized and directed to distribute the remaining cash or other assets of Meyer Properties, LLC to the Members of record according to their respective rights and interest in exchange for their shares in Meyer Properties, LLC

There being no further business to come before the meeting, it was, upon motion duly made, seconded, and unanimously carried, adjourned.


F. Scott Meyer
Chairperson/Secretary
Sole Member

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03 MAY 23 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESOLUTION OF THE MEMBERS
FOR DISSOLUTION
OF
MEYER PROPERTIES, LLC

FILED
03 MAY 23 PM 1:50
SIXTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

WHEREAS, MEYER PROPERTIES, LLC ("LLC"), has ceased or will cease business activity as of May 31, 2003 and there is no intention to undertake any other business;

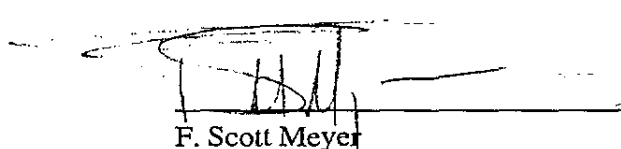
WHEREAS, the Members of MEYER PROPERTIES, LLC, a Florida limited liability company, have determined that it is in the best interests of the LLC and of its Members that the LLC be dissolved; it is

RESOLVED, that the Manager of the LLC having given written notice of the Members' meeting to each Member of record entitled to vote, stating that the purpose of the meeting is to consider the advisability of dissolving the LLC.

RESOLVED FURTHER, that the questions of dissolving the LLC were submitted to a vote of the Members at a special meeting held on May 21, 2003, at 11:00 a.m., at the Law Office of the Daniel C. Perri, 4 Eleventh Avenue, Suite 1, Shalimar, Florida 32579;

RESOLVED FURTHER, that Meyer Properties, LLC be dissolved;

Executed on the 21st of May, 2003 at Shalimar, Florida.


F. Scott Meyer
Sole Member

**WAIVER OF NOTICE OF THE SPECIAL MEETING
OF THE MEMBERS OF
MEYER PROPERTIES, LLC**

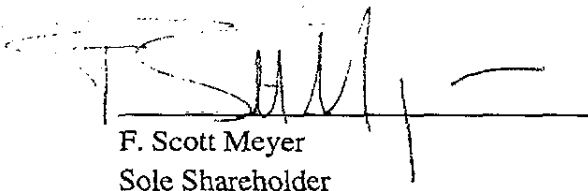
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03 MAY 23 PM 1:50
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

We, the undersigned Members, hereby agree and consent that the special meeting of the Members of Meyer Properties, LLC be held on the date and time and at the place stated below for the purpose of considering the dissolution of Meyer Properties, LLC and we hereby waive all notice of the meeting and any adjournment of it.

Date of Meeting: May 21, 2003

Time of Meeting: 11:00 a.m.

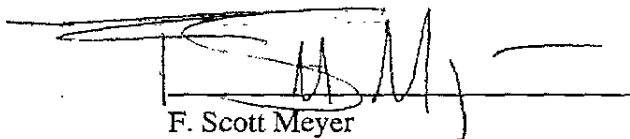
Place of Meeting: 4 Eleventh Avenue, Suite 1
Shalimar, FL 32579


F. Scott Meyer
Sole Shareholder

**RATIFICATION OF MINUTES OF
SPECIAL MEETING OF SHAREHOLDERS OF
MEYER PROPERTIES, LLC**

FILED
03 MAY 23 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned shareholders of Meyer Properties, LLC have read these minutes and hereby approve, ratify, and confirm all business transacted as reported in them, and in signification of our approval, ratification, and confirmation and of our consent to any and all acts done at the meeting do hereby sign our names on this 21st day of May, 2003.

A handwritten signature in black ink, appearing to read 'F. Scott Meyer', is written over a horizontal line.

F. Scott Meyer
SOLE SHAREHOLDER