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August 15, 2002

CERTIFIED MAIL 7000 1670 0011 7462 9157

Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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RE: CINCO COMMERCIAL INVESTMENTS, LLC  
FEIN: 59-3725518  
Articles of Dissolution

Dear Sir or Madam:

MJH

The above referenced entity is filing the enclosed documents to satisfy requirements for dissolution:

1. Articles of Dissolution
2. Certified Copy of Resolution
3. Minutes of Special Meeting of Members

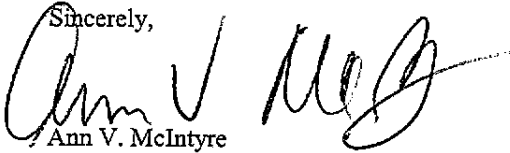
The entity's check # 1019 in the amount of \$30.00 as payment for the \$25.00 filing fee and the \$5.00 Certificate of Status is also enclosed.

Please sign the enclosed copy of this letter and return in the envelope provided to acknowledge receipt of same.

If you have any questions or require additional information, please contact the undersigned.

Thank you for your assistance in this matter.

Sincerely,



Ann V. McIntyre  
Tax Manager

Enclosures - as above

Received by:

FILED  
02 AUG 19 PM 9:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Signature

Date

Ft. Walton Beach, Florida, Office:

212 S. E. Eglin Parkway, Suite C  
Ft. Walton Beach, Florida 32548  
(850) 244-1111  
Fax: (850) 301-1999

Panama City, Florida, Office:

836 Jenks Avenue  
Panama City, Florida 32401  
(850) 871-5000  
Fax: (850) 873-2142

**ARTICLES OF DISSOLUTION  
FOR  
CINCO COMMERCIAL INVESTMENTS, LLC**

The name of the limited liability company is Cinco Commercial Investments, LLC.

The effective date of the limited liability company's dissolution is December 31, 2001.

On December 31, 2001, all members unanimously approved the complete liquidation of the LLC.

All debts, obligations and liabilities of the limited liability company have been paid or discharged.

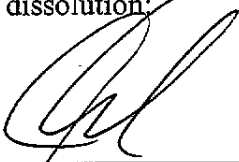
All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.

There are no suits pending against the company in any court.

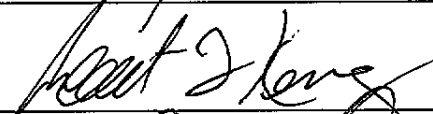
Signatures of the members having the same percentage of membership interest necessary to approve the dissolution:

Signature


Typed or Printed Name



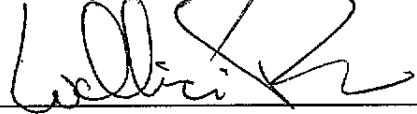
George W. Estess



Robert G. Kerrigan



T. Michael McLeod



William Rankin

02 AUG 19 PM 9:32  
CLERK OF STATE  
TALLAHASSEE FLORIDA

FILED


**Certified Copy of Resolutions  
Cinco Commercial Investments, LLC**

I hereby certify that the following Resolutions were unanimously adopted at a Special Meeting of the Members of Cinco Commercial Investments, LLC (LLC) held on December 31, 2001:

RESOLVED, That the LLC hereby adopts a plan of complete liquidation pursuant to and in accordance with Internal Revenue Service, Department of Treasury Regulation Section 1.704-1(b)(2)(ii)(b)(2); and be it

FURTHER RESOLVED, that in accordance with such plan of complete liquidation, the Managing Member is hereby authorized and directed to see that the following steps are undertaken:

1. that thereafter, as soon as practicable, the LLC, by its Managing Member, shall distribute all assets, subject to any unpaid liabilities, to the members in redemption and cancellation of all the outstanding capital of the LLC, using his discretion as to how the assets and liabilities will be apportioned among the members, but in no event distribute to any member net assets of a lesser value than is due him or her on a pro rata basis;
2. that, the Managing Member of the LLC shall file a Certificate of Dissolution with the Managing Member of the State of Florida;
3. that the Managing Member shall file all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after distribution of the corporate assets;
4. that the Managing Member of the LLC is empowered, authorized and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary in liquidating and dissolving the LLC in accordance with the expressed intent of the members under the plan adopted.

  
\_\_\_\_\_  
Managing Member  
  
4/24/02  
\_\_\_\_\_  
Date

**Minutes of Special Meeting of the Members  
of Cinco Commercial Investments, LLC**

Pursuant to the Limited Liability Company's Articles of Organization, a Special Meeting of the members of Cinco Commercial Investments, LLC (LLC) was held at the offices of Cinco Commercial Investments, LLC, 400 East Government Street, Pensacola, Florida 32501 on December 31, 2001. The following, constituting all of the members, were present:

George W. Estess  
Robert G. Kerrigan  
T. Michael McLeod  
William Rankin

Robert G. Kerrigan, Managing Member, recommended the LLC consider adopting a plan of complete liquidation and distributing its assets to its members pursuant to such plan.

After full discussion, the following preambles and resolutions were adopted:

WHEREAS: The members believe it to be in the best interests of the LLC and its members that the LLC be liquidated.

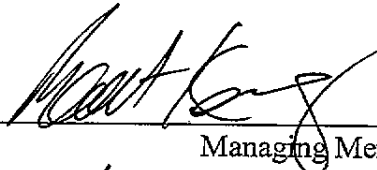
Now, therefore, be it

RESOLVED: That subject to the ratification of the members, the LLC be completely liquidated in accordance with the provisions of the Internal Revenue Service, Department of Treasury Regulation Section 1.704-1(b)(2)(ii)(b)(2), and be it

FURTHER RESOLVED: That in accordance with such plan of liquidation, the Managing Member for the LLC is authorized and directed to see:

1. That, as soon as practicable after the plan of liquidation is adopted, the LLC, by its Managing Member, distribute all assets, subject to any unpaid liabilities, to the members in redemption and cancellation of all the outstanding capital of the LLC, using his discretion as to how the assets and liabilities will be apportioned among the members, but in no event distributing to any member net assets of a lesser value than is due him or her on a pro-rata basis;
2. That, the Managing Member of the LLC shall file a Certificate of Dissolution with the Secretary of State of Florida;
3. That the Managing Member of the LLC shall file all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after distribution of the LLC's assets;

4. That the Managing Member of the LLC is empowered, authorized and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary in liquidating and dissolving the LLC in accordance with the expressed intent of the members under the plan adopted.

  
\_\_\_\_\_  
Managing Member

*4/23/02*  
\_\_\_\_\_  
Date