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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CARSON, BROWN & ASSOCIATES, LLC
(Name of Limited Liability Company)

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

Please return all correspondence concerning this matter to the following:

MARCUS KIMMINAU SOARES, ESQ.
(Name of Person)

SOARES LAW PLC
(Firm/Company)

1090 SW 1st COURT Ste 2910
(Address)

MIAMI FL 33130
(City/State and Zip Code)

For further information concerning this matter, please call:

MARCUS KIMMINAU SOARES at (305) 529-2897
(Name of Person) (Area Code & Daytime Telephone Number)

* Please Email Confirmation to andrea@carsonbrown.net

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ 30.00 Filing Fee &
Certificate of Status

☒ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

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

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

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TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
FOR
A LIMITED LIABILITY COMPANY

1. The name of a limited liability company is

CARSON, BROWN & ASSOCIATES, LLC

2. The Articles of Organization were filed on 5-14-2001 and assigned document number

LO1000007781

3. The date the dissolution was approved: 11-8-2006

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).

DISSOLUTION WAS APPROVED PURSUANT TO A WRITTEN CONSENT
BY THE MEMBERS REPRESENTING A MAJORITY IN INTEREST OF
THE COMPANY, AS PROVIDED BY THE ARTICLES OF ORGANIZATION
AND THE OPERATING AGREEMENT

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:

Signature

Printed Name

Andrea Worthington

ANDREA WORTHINGTON

Dennis Bura

DENNIS BURA

**WRITTEN CONSENT TO ACTION IN LIEU OF A SPECIAL MEETING
OF THE MEMBERS REPRESENTING A MAJORITY IN INTEREST
OF CARSON BROWN & ASSOCIATES, L.L.C.
(A Florida Limited Liability Company)**

THE UNDERSIGNED, being the members representing a majority in interest ("Majority in Interest") of CARSON BROWN & ASSOCIATES, L.L.C., a Florida Limited Liability Company (the "Company"), hereby consent to the following action in lieu of a special meeting:

WHEREAS, on October 12, 2006, Susan Slattery issued a written notice of her intention to pursue other business interests and to no longer actively participate in the day-to-day operation of the Company; and

WHEREAS, after careful consideration of the impact of the foregoing decision on the long-term prospects and interests of the Company and its members, the Majority in Interest wishes to dissolve the Company effective immediately;

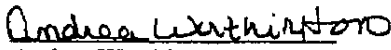
NOW, BE IT RESOLVED as follows:

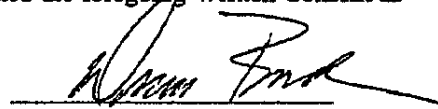
RESOLVED, that the Company be dissolved effective immediately and wound up as provided for under the Operating Agreement for the Company and Florida Law and that the Company is authorized to execute and deliver Articles of Dissolution of the Company with the Florida Department of State, Division of Corporations; and

FURTHER RESOLVED, that the members are hereby directed to take any and all action, in the name and on behalf of the Company, as shall be necessary or appropriate to effect fully the foregoing resolution, including compliance with Section 608.444, Florida Statutes; and

FURTHER RESOLVED that each manager and member of the Company shall comply with his/her duty of loyalty and care to the Company, including, but not limited to, accounting to the Company and holding as trustee for the Company any property, profit, or benefit derived by such manager or member in the conduct or winding up of the Company business or derived from a use by such manager or member of Company property, including the appropriation of a Company opportunity.

IN WITNESS WHEREOF, the undersigned have executed the foregoing Written Consent as of November 8, 2006.


Andrea Worthington, Member


Dennis Buda, Member