

L01000008754

MARLOW WHITE

(Requestor's Name)

P.O. Box 1050

(Address)

TLH FL 32302

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425-5000

(City/State/Zip/Phone #)



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OLD CBAS, LLC

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TALLAHASSEE, FLORIDA

05 APR - 8 PM 3:24

ARTICLES OF DISSOLUTION

OF

OLD CBAS, LLC

The following articles of dissolution of Old CBAS, LLC, [FDOS Document No. L01000008754] are filed with the Florida Department of State pursuant to Sections 608.441(1)(c) and 608.441(4), Florida Statutes:

Unless otherwise provided in the articles of organization or operating agreement, upon the written consent of all of the members of the limited liability company;

1. The name of the company is Old CBAS, LLC.
2. The name and address of its sole Member is Creative Benefits, L.C., 1220 East Park Avenue, Tallahassee, Florida 32301.
3. The names and address of its last Managers are: Peter D. Smith and Lucia C. Lightfoot, 1220 East Park Avenue, Tallahassee, Florida 32301.
4. All debts obligations and liabilities of the company have been paid or discharged or adequate provision has been made therefor.
5. All the remaining property and assets of the company have been distributed to its Member in accordance with its rights and interests.
6. There are no suits or other actions pending against the company in any court.
7. A true, genuine and authentic copy of the executed written consent to dissolve, adopted by the company and effective upon execution this date is attached hereto; it is the event causing the dissolution of the company.

Dated this 8th day of April, 2005.


LUCIA C. LIGHTFOOT,
MANAGER

05 APR 08 PM 3:24
TALLAHASSEE, FL
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WRITTEN CONSENT OF THE SOLE MEMBER
IN LIEU OF SPECIAL MEMBER MEETING
TO DISSOLVE

OLD CBAS, LLC

The undersigned, being the sole Member of Old CBAS, LLC, hereby take the following actions by written consent in lieu of a Special Meeting of the Members:

RESOLVED, that the company be dissolved and liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and that the final income tax return for the company be filed within the time set forth below; it is, further

RESOLVED, that in accordance with such plan of liquidation and dissolution, the Managers of the company be and they hereby are authorized and directed to:

1. File Form 966 within 30 days after the date hereof with the District Director of Internal Revenue together with a copy of this consent.
2. Sell, transfer and otherwise liquidate any and all of the properties and assets of the company which in their judgment should be sold or liquidated to facilitate the liquidation of the company. After effecting such sales and transfers, provide for the payment of the just debts of the company. Transfer all of the assets of the company remaining, if any, to the Member of the company, Public Employees Services Company, Inc.
3. Distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding Membership Interests of the company, but no event sooner than 3 months after the execution of this instrument nor later than the termination of a 6 month period commencing on the date of the execution of this document.
4. File a copy of this instrument as and for a Certificate of Dissolution with the Florida Secretary of State.
5. File all other forms and document required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the company's assets.
6. Provide for the payment of any indebtedness owed by the company to any creditors or lienors.

IT IS, FURTHER, RESOLVED, that all action taken on behalf of this company by the Managers in connection with the foregoing determination to liquidate and dissolve the company, including the possible sale or distribution of its assets, be and the same hereby are ratified and confirmed in all respects.

IN WITNESS WHEREOF, the undersigned sole Member of the company has caused the execution of this instrument by its duly authorized officer on this 8th day of April, 2005.

CREATIVE BENEFITS, L.C.

By: James W. Geiger
James W. Geiger, Manager

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TALLAHASSEE, FLORIDA