

LOI 0000 18326

MICHAEL MSALAIN
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(City/State/Zip/Phone #)

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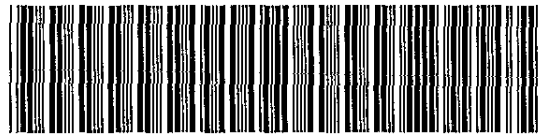
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ARTICLES OF DISSOLUTION
FOR
A FLORIDA LIMITED LIABILITY COMPANY

1. The name of the limited liability company is "The Core Group, LLC", Florida registration document number – L01000018326, formed on October 22, 2001.
2. The effective date of the limited liability company's dissolution is February 19, 2002.
3. The Member Managers of "The Core Group, LLC" by mutual consent confirm, by their signature on the attached "Agreement for Dissolution", dated February 19, 2002, the dissolution of the limited liability company in conformance with s. 608.441 of the Florida Statutes.
4. All debts, obligations and liabilities of the limited liability company have been paid or discharged.
5. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.
6. There are no suits pending against the company in any court.

Signatures of the members having the same percentage of membership interests necessary to approve the dissolution.

Signature


Typed name
Michael McAlpin, Manager

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The Core Group LLC

Agreement for Dissolution

Prepared for

Pangaea Education Systems, LLC
Empower Solutions Inc.
Encircle Partners LLC

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The information in this document is proprietary and confidential to The Core Group LLC and shall not be disclosed outside or shall not be duplicated, used or disclosed in whole or in part for any purpose.

February 19, 2002

The Core Group LLC

Confidential

February 19, 2002

Subject: Termination of The Core Group, LLC

We, the undersigned, acting in our capacity as the Board of Managers for The Core Group, LLC and as representatives of the entities listed below, hereby agree to dissolve the Florida incorporated entity – The Core Group, LLC – Florida registration document number - L01000018326, formed 10/22/2001.

The registered agent for The Core Group, LLC is:

MOSS, THOMAS P ESQUIRE
C/O FLORIDA LEGAL GROUP, P.A.
538 VIRGINIA DRIVE, ORLANDO FL 32803

We, the undersigned representatives of The Core Group, Pangaea Education Systems, LLC, Empower Solutions, Inc. and Encircle partners, LLC Capital agree to the contents of this document.

Pangaea Education Systems, LLC

Name: Dr. Suzanne Miller _____

Signature _____

Date: 2/19/2002

Empower Solutions Inc.

Name: Marcelo Casas _____

Signature _____

Date: 2/19/02

Encircle Partners LLC

Name: George Syme _____

Signature _____

Date: 2/19/2002

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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