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Florida Department of State
Division of Corporations
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L. SELLERS

JUN 28 2011

EXAMINER

To:

Division of Corporations
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From:

Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.
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**LLC DISSOLUTION OR WITHDRAWAL
SCHONFELD & SONS, L.L.C.**

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H11000164982 3

**ARTICLES OF DISSOLUTION
OF
SCHONFELD & SONS, L.L.C.**

1. The name of the limited liability company is SCHONFELD & SONS, L.L.C., (hereafter the "Company").
2. The Articles of Organization were filed on 12/14/2001. The Company was assigned the following document number L01000021735.
3. The date of Dissolution was approved on June 21st, 2011.
4. All debts, obligations and liabilities of the limited liability company have been paid or discharged.
5. All remaining property, cash and assets have been distributed among its members in accordance with their respective rights and interests.
6. There are no actions pending against the Company.
7. The Company has elected to dissolve pursuant to a written consent of all the members of the Company. A true copy of the written consent of all the members and the resolution to adopt a plan of corporate liquidation is attached hereto and incorporated by reference as Exhibit "A".

Signed and dated effective as of the 21st day of June, 2011

The Company:
SCHONFELD & SONS, L.L.C., a
Florida limited liability company

By: 
David Schonfeld
President/Member

By: 
Lizbeth Schonfeld
Manager/Member

H11000164982 3

EXHIBIT "A"

**SPECIAL JOINT ACTION BY UNANIMOUS
WRITTEN CONSENT OF MEMBERS OF
SCHONFELD & SONS, L.L.C.**

The undersigned being all the members of SCHONFELD & SONS, L.L.C., a Florida limited liability company (the "Company"), do hereby unanimously consent to the following resolutions, taking said action in lieu of meetings, as permitted by Section 608.441 of Florida Statutes and the Articles of Organization of the Company.

RESOLVED AS FOLLOWS:

WHEREAS, all the members of the Company have unanimously determined that it is advisable and beneficial for the Company that it be liquidated and dissolved; and

WHEREAS, the members of the Company must adopt and hereby adopt a plan of liquidation and dissolution of the Company.

RESOLVED, that the following plan of liquidation is unanimously adopted to assemble and marshal the assets of the Company, pay or make adequate provisions for the creditors and debtors of the Company, and apportion the remaining assets among the members according to their respective membership interests:

1. That the Company, by its duly authorized officers, proceed to liquidate the assets of the Company and distribute such assets, except those retained to meet certain liabilities, to the members, as an incident to the plan of complete liquidation adopted by members and managers pursuant to the relevant provisions of the Internal Revenue Code of 1986.

2. That as soon as practical, counsel for the Company shall file a certificate for the dissolution of the Company under appropriate provisions of the state of Florida Corporate Law, and that the officers of the Company are hereby authorized to execute any and all documents necessary to effectuate such dissolution.

3. That the managers be and they are hereby empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the members and managers, said managers being authorized to adopt any subsequent resolutions to effectuate the intent of the members to liquidate the Company in accordance with the plan of liquidation adopted pursuant to the Internal Revenue Code of 1986.

4. That this consent is signed in counterparts and that all counterparts together shall reflect the consent to the resolution.

H11000164982 3

IN WITNESS WHEREOF, I have signed this document effective as of the 21 day
of June, 2011

The Company:
SCHONFELD & SONS, L.L.C., a
Florida limited liability company

By: 
David Schonfeld
President/Member

By: 
Lizbeth Schonfeld
Manager/Member

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H11000164982 3

CERTIFIED COPY OF PLAN OF LIQUIDATION
OF
SCHONFELD & SONS, L.L.C.

The undersigned, being all the members and officers of SCHONFELD & SONS, L.L.C., hereby certify that this is a true copy of the plan of liquidation that was adopted by the company on June 21st, 2011, as provided for under Florida law.

1. That the Company proceed to liquidate its assets and distribute such assets, except those retained to meet certain liabilities, to the members, as an incident to the plan of complete liquidation adopted by members and officers pursuant to the relevant provisions of the Internal Revenue Code of 1986.

2. That as soon as practical, counsel for the Company file a certificate for the dissolution of the Company under the appropriate provisions of the state of Florida Corporate Law, and that the officers of the Company be authorized to execute any and all documents necessary to effectuate such dissolution.

3. That the members and officers be and they are hereby empowered, authorized and directed to proceed in accordance with the resolutions unanimously adopted by the members, said officers being authorized to adopt any subsequent resolutions to effectuate the intent of the members to liquidate the Company in accordance with the plan of liquidation adopted pursuant to the relevant provisions of the Internal Revenue Code of 1986.

4. That this consent be signed in counterparts and that all counterparts together shall reflect the consent to the Resolutions adopted.

Signed effective as of the 21st day of June, 2011, under penalty of perjury.

The Company:
SCHONFELD & SONS, L.L.C., a
Florida limited liability company

By: 
David Schonfeld
President/Member

By: 
Lizbeth Schonfeld
Manager/Member