

LOI 000022673

August 22, 2002

9/10 Digs

(3)

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

LOI-22673

MJH

RE: Dissolution of Emerald City Management LLC

100007636711--8
-09/10/02--01052--008
*****60.00 *****60.00

To Whom It May Concern:

Enclosed please find a check in the amount of \$60.00 for the following:

1. filing of the articles of dissolution for Emerald City Management LLC;
2. a certified copy; and
3. a certificate of status.

Please forward all documents to The METEC Group, 2100 Coral Way, Suite 300, Miami, Florida 33145 to the attention of Robert Miller, Chief Financial Officer.

Thank you, for your prompt attention to this matter.

Sincerely,



Eric Torano
Member
Emerald City Management LLC

FILED
02 SEP 10 PM 4:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FF \$25
Certs 35

**ARTICLES OF DISSOLUTION
FOR
A FLORIDA LIMITED LIABILITY COMPANY**

1. The name of the limited liability company is Emerald City Management LLC

2. The effective date of the limited liability company's dissolution is August 21, 2002

3. A description of the occurrence that resulted in the limited liability company's dissolution pursuant to section 608.441, Florida Statutes, (copy of 608.441 on back of cover letter).

Upon the mutual agreement and written consent of the members.

4. **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.

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

6. **CHECK ONE:**


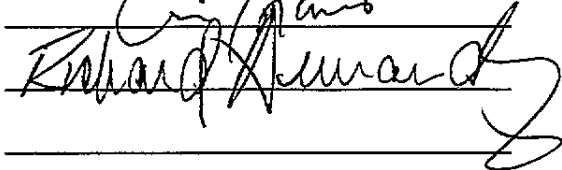
☒ There are no suits pending against the company in any court.

-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

Typed or Printed name

Eric Torano

Richard Hernandez

09 SEP 10 PM 4:46
CLERK OF STATE
TALLAHASSEE FLORIDA

FILED

Filing Fee: \$25.00

WRITTEN CONSENT OF THE MEMBERS OF
EMERALD CITY MANAGEMENT LLC

The undersigned, being the two members of EMERALD CITY MANAGEMENT LLC (the "Company"), hereby takes this action, without meeting, pursuant to Fla. Stat. Chapter 608.

1. The purpose of this consent is to commence the process for dissolution of the Company.
2. The following resolution is hereby adopted by the Company:

WHEREAS, in the judgment of the two members of the Company, it is deemed advisable and for the benefit of the Company that it should cease doing business and be dissolved; and

NOW, THEREFORE, BE IT RESOLVED that the Company cease doing business and be dissolved;

RESOLVED, that the company shall dissolve pursuant to the following plan of dissolution:

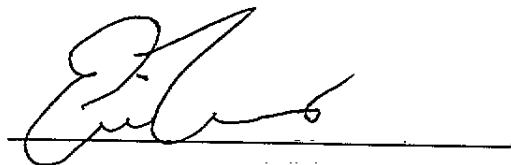
1. The Company's membership interest in EMERALD CITY MANAGEMENT LLC, a Florida limited liability company, shall be transferred to METEC Asset Management LLC, a Florida limited liability company.
2. The proper officers of the Company shall execute and file Articles of Dissolution with the Secretary of State of the State of Florida.

RESOLVED FURTHER that the actions provided for in the foregoing resolutions be commenced immediately, and that subsequent dissolution of the Company be completed as soon as practicable, but in no event later than 30th day of September, 2002; and

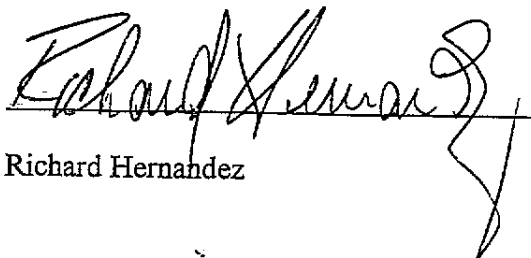
RESOLVED FURTHER that the proper officers of the Company be, and they hereby are, authorized and directed to execute and file all such other documents and instruments, to pay all such fees and taxes and to do or cause to be done such further acts and things as they may deem necessary or proper in order to carry out the dissolution of the Company and fully to effectuate the purpose of the foregoing resolutions.

3. This action by written consent shall be effective the 21st day of August 2002.

MEMBERS:



Eric J. Toraño



Richard Hernandez