

LD1000022748

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LIMITED LIABILITY DISSOLUTION

GINSBURG OMEGA, LLC

LD1-22748

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ARTICLES OF DISSOLUTION
OF
GINSBURG OMEGA, LLC

The undersigned, as Sole Member of GINSBURG OMEGA, LLC, does hereby certify and affirm that the following are true and correct:

1. The name of Company: GINSBURG OMEGA, LLC.
2. Debts, Obligations and Liabilities: All debts, obligations and liabilities of GINSBURG OMEGA, LLC, have been paid or discharged, or, adequate provision for same has been satisfactorily made.
3. Property and Assets: All property and assets of GINSBURG OMEGA, LLC, will be distributed to its Members in accordance with their rights and interest after such assets were used to satisfy the liabilities and obligations of GINSBURG OMEGA, LLC.
4. Pending Action: There are no actions pending against GINSBURG OMEGA, LLC, in any court.
5. Member Action: Attached hereto is an executed Special Action by Written Consent of Sole Member of GINSBURG OMEGA, LLC, to dissolve the Company. A total of 100 membership units out of 100 membership units voted for the dissolution, and the number cast for dissolution was sufficient for approval.
6. Effective Date: These Articles of Dissolution were approved on the 31ST day of March, 2002.

The undersigned have executed these Articles of Dissolution on the 31ST day of March, 2002.

SOLE MEMBER:

ALAN GINSBURG and HARRIET GINSBURG,
as Tenants by the Entireties:

By: _____

Alan Ginsburg

By: _____

Harriet Ginsburg

Prepared by:
Peter A. Rivellini, Esquire
911 Chestnut Street
Clearwater, Florida 33756
727-461-1818
FL Bar No. 0067156
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CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
FLORIDA

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SPECIAL ACTION BY WRITTEN CONSENT OF
SOLE MEMBER
OF
GINSBURG OMEGA, LLC

The Sole Member of GINSBURG OMEGA, LLC, a limited liability company organized and existing under the laws of the State of Florida, does hereby agree, consent to, adopt and order the following corporate action:

1. The undersigned does hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given.

2. The Sole Member of the Company has approved a proposal to liquidate and dissolve the Company. After careful consideration, the following resolution was unanimously adopted by the Sole Member:

RESOLVED, that the following plan of complete liquidation of GINSBURG OMEGA, LLC, in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, be and is hereby adopted:

The Sole Member is authorized and directed to proceed promptly to wind up the Company's affairs, to collect and reduce to possession its assets and to pay or provide for its liabilities.

As soon as possible, counsel for the Company shall file Articles of Dissolution of the Company with the Secretary of the State of Florida, and the Sole Member of the Company is authorized to execute all documents necessary in connection with the dissolution.

The Company's assets shall be distributed to the Sole Member of the Company upon cancellation of the membership units owned by such Member.

The Sole Member shall wind up the affairs of the Company; pay or provide for its liabilities; establish a reserve in a reasonable amount to meet the known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and continued expenses, if he deems such reserve desirable; distribute the sales proceeds and any other assets, subject to any remaining liabilities, to the Sole Member, and cancel his membership units; take all appropriate and necessary action to dissolve the Company under Florida law.

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If a reserve is established for claims against the Company, the Sole Member shall arrange for the distribution of any unused balance of the reserve to the Sole Member as soon as practicable.

The actions of the Sole Member of the Company from the last meeting until the date of this meeting are hereby ratified and confirmed as acts of the Company.

The undersigned does hereby give his written consent to the foregoing actions.

SOLE MEMBER:

ALAN GINSBURG and HARRIET GINSBURG,
as Tenants by the Entireties:

By: _____

Alan Ginsburg

By: _____

Harriet Ginsburg

262924.01

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