

Division of Corporations

Page 1 of 1

602000009705

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000007791 3)))



H070000077913ABC+

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : BOND, SCHORNECK & KING, P.A.
Account Number : I20010000122
Phone : (239) 659-3800
Fax Number : (239) 659-3812

2007 JAN 10 AM 9:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LLC DISS/WITH OR REV DISS

TALLTREE BRANDS LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$30.00

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED

07 JAN 10 AM 10:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

602-9705
1/10/2007

(((H07000007791 3)))

**ARTICLES OF DISSOLUTION
OF
TALLTREE BRANDS LLC**

Pursuant to section 608.445 of the Florida Statutes, TALLTREE BRANDS LLC, a Florida Limited Liability Company (the "Company") whose Articles of Organization were filed with the office of the Florida Department of State on April 23, 2002 and assigned Document Number L02000009705, submits the following Articles of Dissolution (these "Articles of Dissolution"):

Article 1. Name.

The name of the Company is:

TALLTREE BRANDS LLC

Article 2. Effective Date Of Dissolution.

The Corporation shall be dissolved upon the filing of these Articles of Dissolution with the office of the Florida Department of State.

Article 3. Reason for Dissolution.

The Company is being voluntarily dissolved upon the unanimous written consent in lieu of special meeting signed by all of the Members entitled to vote.

Article 4. Debts, Obligations, and Liabilities.

All of the Company's assets were subject to the first priority security interests of Fifth Third Bank ("Bank"), by virtue of the recording of UCC-1 financing statements with the Florida Secured Transaction Registry on February 18, 2003 (Document No. 20030329713X), and January 31, 2005 (Document No. 200508854065)

(((H07000007791 3)))

FILED
2007 JAN 10 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H07000007791 3)))

If not already paid or discharged, adequate provisions have been made to pay or discharge all debts, obligations, and liabilities of the Company pursuant to section 608.4421, of the Florida Statutes, consistent with the Company's ability to pay, and the rights and interests of the Bank, whose legal interests in the Company's assets, as a secured creditor under the Florida Uniform Commercial Code, are superior to and take priority over the interests of any creditor of the Company in and to the Company's assets.

Article 5. Distribution of Property and Assets.

All of the Company's assets have been liquidated, with the proceeds thereof delivered to the Bank, whose legal interests in the Company's assets as a secured creditor under the Florida Uniform Commercial Code are superior to and take priority over the interests of any third party, including the Company's Members. As a result of the liquidation, there were no remaining property or assets, there remained a deficiency in the amount owed by the Company to the Bank and there consequently have not been distributions among the Company's Members.

Article 6. No Suits Pending.

There are no known suits pending against the Company in any court other than an action pending in the County Court, Collier County, Florida (Weygandt-Metzler Importing Ltd. v. TallTree Brands, LLC, Case No.: 06-1495-CC). If not already satisfied, adequate provisions have been made to satisfy any judgment, order, or decree which may be entered against the Company in any pending suit, consistent with the Company's ability to pay, and the rights and interests of the Bank, whose legal interests in the Company's asset as a secured creditor under the Florida Uniform Commercial Code, are superior to and take priority over the interests of a party in any pending suit.

((H07000007791 3)))

IN WITNESS WHEREOF, the undersigned have signed these Articles of Dissolution as
of the 20 day of Nov, 2006.

TALLTREE BRANDS LLC

TNT CAPITAL GROUP, LLC

By:

**Thomas C. Wagnert, Member
Member and Manager**

By:

Mark Rudolph
Member and Manager

2007 JAN 10 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H07000007791 3)))

((H07000007791 3)))

IN WITNESS WHEREOF, the undersigned have signed these Articles of Dissolution as
of the 17 day of Nov, 2006.

TALLTREE BRANDS LLC

TNT CAPITAL GROUP, LLC

By: _____

Thomas C. Wajnert, Member
Member and Manager

By: _____

Mark Rudolph
Member and Manager

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 JAN 10 AM 9:44

FILED