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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06 MAY -8 PM 3:58

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** VEM CAPITAL PARTNERS LLC  
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Steven King  
(Name of Person)

(Firm/Company)

P.O. Box 50593  
(Address)

Sarasota, FL 34232  
(City/State and Zip Code)

For further information concerning this matter, please call:

Steven King at (941) 379-8788  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$25.00 Filing Fee
- \$30.00 Filing Fee & Certificate of Status
- \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION  
FOR  
A LIMITED LIABILITY COMPANY

1. The name of a limited liability company is  
VEM CAPITAL PARTNERS LLC

2. The Articles of Organization were filed on July 16, 2002 and assigned document number  
L02000017780

3. The date the dissolution was approved: December 31, 2005

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

608.441 (1)(c) Dissolution.-- (1) A limited liability company organized under this chapter shall be  
dissolved, and the company's affairs shall be concluded, upon the first to occur of any of the following  
events: (c) Unless otherwise provided in the articles of organization or operating agreement, upon  
the written consent of all of the members of the limited liability company

5. 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.

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

7. 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	Printed Name
<u>Mark C. Russell</u>	<u>Mark C. Russell (25%)</u>
<u>Thomas K. Russell</u>	<u>Thomas K. Russell (25%)</u>
<u>Sean L. Sullivan</u>	<u>Sean L. Sullivan (25%)</u>
<u>Steven A. King</u>	<u>Steven A. King (25%)</u>