

L02000019261

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SEP 21 2016

J. BRUCE

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195  
REFERENCE : 297060 4336650  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 55.00

ORDER DATE : September 20, 2016

ORDER TIME : 11:51 AM

ORDER NO. : 297060-005

CUSTOMER NO: 4336650

DOMESTIC FILINGS

NAME: PROMOFILM MUSIC, LLC

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams - EXT# 62935

EXAMINER'S INITIALS: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** PROMOFILM MUSIC, LLC  
(Name of Limited Liability Company)

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

Please return all correspondence concerning this matter to the following:

Camilla Domingues

(Name of Person)

Baker & McKenzie, LLP

(Firm/Company)

1111 Brickell Ave, Suite 1700

(Address)

Miami, Florida 33131

(City/State and Zip Code)

For further information concerning this matter, please call:

Camilla Domingues

(Name of Person)

at ( 305 ) 7898934

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee and Certificate of Dissolution

☐ \$55.00 Filing Fee, Certificate of Dissolution &  
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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**ARTICLES OF DISSOLUTION  
OF  
PROMOFILM MUSIC, LLC  
(a Florida limited liability company)**

1. The name of this limited liability company is PROMOFILM MUSIC, LLC (the "Company").

2. The Articles of Organization of the Company were filed on July 30, 2002 and assigned document number L02000019261.

3. Dissolution of the Company was approved by the Written Consent of the sole member in accordance with section 605.0701, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed this Articles of Dissolution of PROMOFILM MUSIC, LLC this 21 day of September, 2016.

**PROMOFILM MUSIC, LLC**

IMAGINA CONTENT MIA, LLC, a Florida limited liability company

By: \_\_\_\_\_

Name: Irantzu Diez Gamboa

Title: Manager

2016 SEP 20 A 8:24  
CLERK OF COURT  
TALLAHASSEE, FLORIDA

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**WRITTEN CONSENT  
OF THE SOLE  
MANAGING MEMBER OF  
PROMOFILM MUSIC, LLC**

FILED  
2016 SEP 20 A  
TALLAHASSEE FL

The undersigned, being the sole managing member (the "Sole Member") of PROMOFILM MUSIC, LLC, a Florida limited liability company (the "Company"), does hereby pursuant to the Florida Revised Limited Liability Company Act, vote for, adopt, approve, consent to and ratify the adoption of the following resolutions and actions contemplated pursuant to this written consent (the "Written Consent") in lieu of the holding of a meeting of the members dated as of this 13 day of September 2016 (the "Effective Date").

**1. Reinstatement**

**WHEREAS**, the Company was administratively dissolved by the Secretary of State of the State of Florida on September 28, 2012; and

**WHEREAS**, the Sole Member believes it is in the best interest of the Company and the Sole Member to reinstate the Company.

**NOW, THEREFORE, BE IT RESOLVED**, that the reinstatement of the Company is hereby confirmed, ratified and approved in all respects; and

**RESOLVED FURTHER**, that the Sole Member and its authorized agents be, and they are, hereby authorized and directed to take such actions and execute and file an application for reinstatement and such other documents as shall be necessary and proper to the effect the reinstatement of the Company in accordance with law; and

**RESOLVED FURTHER**, that the Sole Member and its authorized agents be, and they are, hereby authorized and directed to pay all fees and taxes and to do or cause to be done all acts and things as they may deem necessary or proper in order to carry out the reinstatement of the Company and to fully effectuate the purposes of the foregoing resolutions.

**2. Dissolution**

**WHEREAS**, once the Company is reinstated, the Sole Member believes it is in the best interest of the Company and the Sole Member to voluntarily dissolve and liquidate the Company.

**NOW, THEREFORE, BE IT RESOLVED**, that the Company be voluntarily dissolved in accordance with the provisions of Florida Statute §605.0701, effective upon the filing of the Articles of Dissolution with the Secretary of State of the State of Florida; and

**RESOLVED FURTHER**, that the Sole Member has reviewed the Articles of Dissolution (the "Articles") of the Company (attached hereto as Exhibit A) and hereby approves, confirms and ratifies the Articles, the filing of the Articles with the Secretary of State of the State of Florida and the actions provided for therein; and

**RESOLVED FURTHER**, that the Sole Member has reviewed the Notice of Limited Liability Company Dissolution for unknown claims in accordance with Florida Statute §605.0712 (the "Notice") of the Company (attached hereto as Exhibit B) and hereby approves, confirms and ratifies the Notice, the filing of the Notice with the Secretary of State of the State of Florida and the actions provided for therein; and

**RESOLVED FURTHER**, that the Sole Member and its authorized agents be, and they are, hereby authorized and directed to take such actions and execute and file such documents as shall be necessary and proper to the orderly dissolution and liquidation of the Company in accordance with law; and

**RESOLVED FURTHER**, that after providing for all proper debts of the Company, and to the extent that the assets of the Company are sufficient therefore, all remaining assets of the Company shall be distributed to the Sole Member; and

**RESOLVED FURTHER**, that the Sole Member and its authorized agents be, and they are, hereby authorized and directed to pay all fees and taxes and to do or cause to be done all acts and things they may deem necessary or proper in order to carry out the liquidation and dissolution of the Company and to fully effectuate the purposes of the foregoing resolutions.

3. **General Resolutions**

**RESOLVED FURTHER**, that in addition to and without limiting the foregoing, the Sole Member, or its designees, be, and each hereby is, authorized and directed, for and in the name and on behalf of the Company, to take, or cause to be taken, such further action, and to execute and deliver and file, or cause to be delivered or filed, all such instruments and documents as he, she or it may deem appropriate in order to effect the purpose and intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be), and all actions heretofore taken by such Sole Member, or its designee, in connection with the matters addressed or referred to herein be, and they hereby are, approved, ratified and confirmed in all respects as the act and deed of the Company; and

**RESOLVED FURTHER**, that signature pages containing facsimile transmitted signatures, or scanned and emailed signatures, shall be binding as if original signatures delivered in person; and

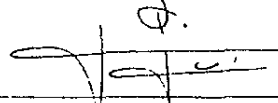
**RESOLVED FURTHER**, that this Written Consent be, and hereby is, directed to be inserted in the permanent records of the Company.

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2018 SEP 20 A 8:25  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, being the Sole Member of the Company, has executed this Written Consent as of the date first written above and effective as of the Effective Date.

**SOLE MEMBER:**

IMAGINA CONTENT MIA, LLC, a Florida  
limited liability company

By:   
Name: Irantzu Diez Gamboa  
Title: Manager

**FILED**  
2016 SEP 20 A 8:25  
TALLAHASSEE, FLORIDA

### Notice of Limited Liability Company Dissolution

This notice is submitted by the dissolved limited liability company named below for resolution of payment of unknown claims against this limited liability company as provided in s. 605.0712, F.S.

Name of Limited Liability Company: **PROMOFILM MUSIC, LLC**

Document number of Limited Liability Company is: L02000019261

Date of dissolution was: September 21, 2016

Description of information that must be included in a written claim:

A claim should include the amount allegedly owed, the facts of, or basis for, the claim, the date on which the claim accrued, whether the claim is secured, unsecured, and/or contingent, and copies of any invoices, contracts, purchase orders, instruments of indebtedness and any other information in your possession on which a claim is based.

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations).

Imagina Content MIA, LLC

7291 NW 74 Street

Miami, FL 33166

Attn: Irantzu Diez Gamboa, Manager

A claim against the above named limited liability company will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

IRANTZU DIEZ GAMBOA

Printed Name of the Person Filing

[Signature]  
Signature of the Person Filing

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**Fee: No charge if included with Articles of Dissolution. If filed separately \$25.00**