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**LLC DISSOLUTION OR WITHDRAWAL
4541 SOUTHWINDS II, LLC**

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**MINUTES OF THE SPECIAL MEETING
OF THE MEMBERS OF
4541 SOUTHWINDS II, LLC**

A special meeting of the Members of 4541 Southwinds II, LLC, a Florida Limited Liability Company, was held at 4 Eleventh Avenue, Suite 1, Shalimar, Florida, on the 21st day of May, 2014, pursuant to the waiver of notice attached.

The following Members were present in person or by proxy:

Michael P. Estivo In Person

Michael P. Estivo acted as chairperson and as secretary of the meeting. The chairperson declared that all Members of record received notice of the special meeting and its purpose, all of the Members were present in person or by proxy, and that all had executed a waiver of notice of the meeting. The chairperson then announced the purpose of the meeting was to consider the dissolution of the 4541 Southwinds II, LLC and to adopt a plan of liquidation of the assets.

A discussion ensued and the following resolutions were unanimously adopted by the Members of 4541 Southwinds II, LLC:

WHEREAS, the Members have determined that it is advisable and beneficial for the limited liability company that it be liquidated and dissolved; and

WHEREAS, the Members must and do hereby adopt a plan of liquidation and dissolution of 4541 Southwinds II, LLC:

RESOLVED: that the following plan of liquidation is adopted to assemble and marshal the assets of 4541 Southwinds II, LLC, to pay or make adequate provisions for the debts of 4541 Southwinds II, LLC, and apportion the remaining assets among the Members according to their respective interests:

1. 4541 Southwinds II, LLC shall be liquidated pursuant to the Internal Revenue Code and Section 607.1401 of the Florida Statutes.

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2. 4541 Southwinds II, LLC will distribute all of its property and assets effective as of May 21, 2014.

3. All liabilities and obligations of 4541 Southwinds II, LLC will be paid or discharged, or adequate provision will be made for them.

4. The Members of 4541 Southwinds II, LLC are authorized to sell or otherwise liquidate all the properties and assets of 4541 Southwinds II, LLC that they deem necessary or advantageous to facilitate the liquidation.

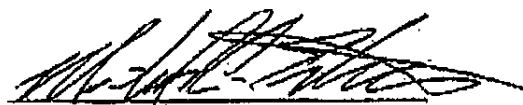
5. The Members of 4541 Southwinds II, LLC are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including, but not limited to, the following:

- a. executing any and all instruments of conveyance;
- b. paying all taxes and fees;
- c. executing all documents required by law to be filed;
- d. retaining professional advisors, and
- e. doing all other things necessary or convenient to effect the dissolution of the company.

6. After the provision for, or payment of, the known debts and liabilities of 4541 Southwinds II, LLC, the Members are authorized and directed to distribute the remaining cash or other assets of 4541 Southwinds II, LLC to the Members of record according to their respective rights and interest in exchange for their shares in 4541 Southwinds II, LLC.

There being no further business to come before the meeting, it was, upon motion duly made, seconded, and unanimously carried, adjourned.

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MICHAEL P. ESTIVO

Manager

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**RATIFICATION OF MINUTES OF
SPECIAL MEETING OF MEMBERS OF
4541 SOUTHWINDS II, LLC**

I, the undersigned member of 4541 Southwinds II, LLC have read these minutes and hereby approve, ratify, and confirm all business transacted as reported in them, and in signification of my approval, ratification, and confirmation and of my consent to any and all acts done at the meeting do hereby sign my name on this 21st day of May, 2014.


MICHAEL P. ESTIVO

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**RESOLUTION OF THE MEMBERS
FOR DISSOLUTION
OF
4541 SOUTHWINDS II, LLC**

WHEREAS, 4541 Southwinds II, LLC ("LLC"), has ceased or will cease business activity as of May 21, 2014 and there is no intention to undertake any other business;

WHEREAS, the Members of 4541 Southwinds II, LLC, a Florida limited liability company, have determined that it is in the best interests of the LLC and of its Members that the LLC be dissolved; it is

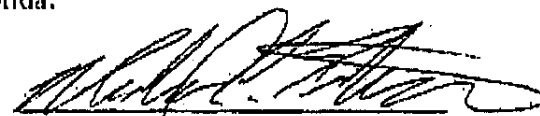
RESOLVED, that the Manager of the LLC having given written notice of the Members' meeting to each Member of record entitled to vote, stating that the purpose of the meeting is to consider the advisability of dissolving the LLC.

RESOLVED FURTHER, that the questions of dissolving the LLC were submitted to a vote of the Members at a special meeting held on May 21, 2014, at 4:00 p.m., at the Law Office of the Daniel C. Perri, 4 Eleventh Avenue, Suite 1, Shalimar, Florida 32579;

RESOLVED FURTHER, that 4541 Southwinds II, LLC be dissolved;

Executed on the 21st of May, 2014 at Shalimar, Florida.

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TALLAHASSEE, FLORIDA


MICHAEL P. ESTIVO
Manager

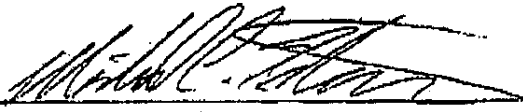
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**WAIVER OF NOTICE OF THE SPECIAL MEETING
OF THE MEMBERS OF
4541 SOUTHWINDS II, LLC**

I, the undersigned Member, hereby agree and consent that the special meeting of the Members of 4541 Southwinds II, LLC be held on the date and time and at the place stated below for the purpose of considering the dissolution of 4541 Southwinds II, LLC and I hereby waive all notice of the meeting and any adjournment of it.

Date of Meeting: May 21, 2014
Time of Meeting: 4:00 p.m.
Place of Meeting: 4 Eleventh Avenue, Suite 1
Shallmar, FL 32579


MICHAEL P. ESTIVO
Member

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