

L04000056291

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

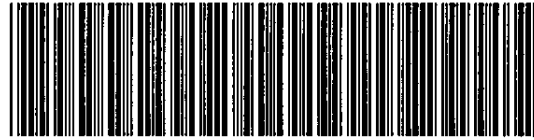
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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PFC Gas Holdings, 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:

Sarah C. Nelson
(Name of Person)

Progress Energy, Inc.
(Firm/Company)

410 S. Wilmington Street - PEB17B2
(Address)

Raleigh, NC 27601
(City/State and Zip Code)

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For further information concerning this matter, please call:

Sarah C. Nelson at 919 546-7086
(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

**ARTICLES OF DISSOLUTION
FOR
A LIMITED LIABILITY COMPANY**

1. The name of a limited liability company is

PFC Gas Holdings, LLC

2. The Articles of Organization were filed on July 27, 2004 and assigned document number L04000056291

3. The date the dissolution was approved: effective 12/31/06

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) - 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

Mark F. Mulhern

Printed Name

Mark F. Mulhern - President

Progress Fuels Corporation

Sole Member of PFC Gas Holdings, LLC

**WRITTEN CONSENT OF THE SOLE MEMBER OF
PFC GAS HOLDINGS, LLC
IN LIEU OF ANNUAL MEETING**

THE UNDERSIGNED officer and authorized representative of the sole member of PFC Gas Holdings, LLC (the "Company"), entitled to vote on the matters described herein does hereby waive notice of a meeting of the members of the Company and hereby adopts the following resolutions by signing his written consent hereto pursuant to the provisions of the Florida Limited Liability Company Act.

WHEREAS, the sole member of the Company acknowledges that the Company is no longer active and deems it advisable to dissolve the Company; and

WHEREAS, Progress Fuels Corporation is the sole member of the Company;

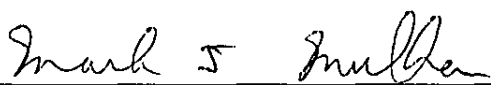
NOW THEREFORE, BE IT RESOLVED, that the sole member of the Company hereby approves the dissolution of the Company; and hereby authorizes such dissolution; and further

RESOLVED, that the officers and directors of the Company are authorized and directed to execute and deliver any and all certificates, agreements, and other documents, take any and all actions necessary and advisable in order to effectuate the purposes of each and all of the foregoing resolutions, including the filing of Articles of Dissolution and all necessary applications or other documents with appropriate regulatory authorities; and further

RESOLVED, that any actions taken by officers and directors of the Company on or prior to the date of this Written Consent that are within the authority conferred hereby are ratified, confirmed and approved as the act and deed of the Company.

IN WITNESS WHEREOF, this document is dated and shall be effective as of the 31st day of December, 2006.

SOLE MEMBER:
PROGRESS FUELS CORPORATION


Mark F. Mulhern, President

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