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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Bay/NFM, 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:

Becky Bukolt
(Name of Person)

Sears, Roebuck and Co.
(Firm/Company)

3333 Beverly Road, B6-247B
(Address)

Hoffman Estates, IL 60179
(City/State and Zip Code)

For further information concerning this matter, please call:

Becky Bukolt at (847) 286-3607
(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)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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

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SECRETARY OF STATE
FLORIDA

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

1. The name of the limited liability company is

Bay/NFM, LLC

2. The date the dissolution was approved: May 24, 2005

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

Pursuant to Section 608.441(a)(c), upon the written consent of the sole member of the limited liability company.

4. **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.

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

6. **CHECK ONE:**

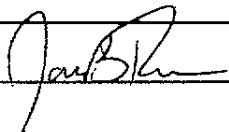
☒ There are no suits pending against the company in any court.

-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



Typed or Printed name

James B. Terrell

Director, Asset Utilization

Sears, Roebuck and Co.

Sole Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$25.00

**WRITTEN CONSENT
OF THE SOLE MEMBER
OF
BAY/NFM LLC**

The undersigned, being the sole member of BAY/NFM LLC, a Florida limited liability company (the "Company"), hereby authorizes by consent, the following action:

RESOLVED, that the Company be, and it hereby is authorized to be dissolved effective as of the 24th day of May, 2005.

FURTHER RESOLVED, that all debts, obligations, and liabilities of the Company be paid or that adequate provisions be made pursuant to Section 608.4421 of the Florida Statutes.

FURTHER RESOLVED, that all remaining property and assets be distributed to the sole member as soon as is administratively practicable.

Dated as of: June 10, 2005

SEARS, ROEBUCK AND CO.



James B. Terrell
Director, Asset Utilization