

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6383

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

LLC DISSOLUTION OR WITHDRAWAL  
M.F. 1800 CLUB, LLC

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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G. MCLEOD

SEP. 24 2010

EXAMINER

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: M.F. 1800 Club, 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:

Andrea Dunccliffe  
(Name of Person)

McDermott Will & Emery LLP  
(Firm/Company)

340 Madison Avenue  
(Address)

New York, NY 10173  
(City/State and Zip Code)

For further information concerning this matter, please call:

Andrea Dunccliffe at ( 212 ) 547-5317  
(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 &  
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(additional copy is enclosed)

☐ \$60.00 Filing Fee,  
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(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  
M.F. 1800 Club, LLC

2. The Articles of Organization were filed on 11/15/2004 and assigned document number  
L04000082855

3. The date the dissolution was approved: September 22, 2010

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).

Upon the sale of the sole asset of the limited liability company together with written consent of the sole member of the  
limited liability company, the sole member desires to dissolve 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

Michael Fuchs, Sole Member

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10 SEP 23 AM 10:13

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**FILING FEE: \$25.00**

WRITTEN CONSENT OF THE SOLE MEMBER OF  
M.F. 1800 CLUB, LLC

September 22, 2010

The undersigned, being the sole member (the "Member") of M.F. 1800 Club, LLC, a Florida limited liability company (the "Company"), hereby takes the following action and adopts the following resolutions by this written consent:

WHEREAS, the Company has sold its only asset;

WHEREAS, the Member deems it in the best interest of the Company to dissolve the Company;

NOW THEREFORE BE IT,

RESOLVED, that the Company shall confirm that all debts, obligations and liabilities of the Company have been paid or discharged and that there are no suits pending against the Company in any court.

RESOLVED, that the Company or the Member, on its own behalf or as the sole member of the Company, be and hereby is, authorized, empowered and directed, to execute and deliver such instruments, agreements and documents in connection with the dissolution of the Company;

RESOLVED, that the Member, as the sole member of the Company, be and hereby is, authorized, empowered and directed, to do all other things and acts and to execute and deliver all other instruments and documents as may be, in his judgment, necessary, proper or advisable in order to carry out and comply with the purposes and intent of these resolutions and all of their acts and deeds which are consistent with the purposes and intent of these resolutions shall be, and the same hereby are, in all respects, approved, confirmed and adopted as the acts and deeds of the Company.

Any third party dealing with the Member or Company shall be entitled to rely on a copy or a facsimile of this Written Consent rather than an original hereof.

IN WITNESS WHEREOF, the undersigned sole member of the Company has executed and adopted this Written Consent as of the date first above written.

  
Michael Fuchs, Sole Member