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Account Number: 076447000313

: (305)358-6300

Fax Number

: (305)381-9982

LLC DISS/WITH OR REV DISS

CEDARWOOD, LLC

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AUG 1 2 2009

EXAMINER

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ARTICLES OF DISSOLUTION OF CEDARWOOD, LLC

- 1. The name of the limited liability company is CEDARWOOD, LLC.
- . 2. The effective date of the limited liability company's dissolution is August 1.1 2009.
- 3. Pursuant to Section 608.441(1)(c), Florida Statutes, the limited liability company was dissolved upon the written consent of the sole member of the limited liability company. A copy of such Written Consent is attached hereto.
- 4. All debts, obligations and liabilities of the limited liability confirms have been paid or discharged.
- 5. All remaining property and assets have been distributed among despole member in accordance with its respective rights and interests.
- 6. There are no suits pending against the limited liability company in all court.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this <u>30</u> day of June, 2009.

SOLE MEMBER:

NORFOLK EQUITY LTD., a Bahamian compration

Jorge Tchinnestun, Fresident

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WRITTEN CONSENT OF THE SOLE MEMBER OF CEDARWOOD, LLC

The undersigned, being the sole member (the "Member") of CEDARWOOD, LLC, a Florida limited liability company (the "Company"), does hereby consent to the adoption and approval of the following resolutions:

Adoption of Plan of Complete Liquidation and Dissolution

WHEREAS, the Member deems it advisable and in the best interest of the Company and itself that the Company be completely liquidated and dissolved under the laws of the State of Florida;

NOW, THEREFORE BE IT RESOLVED, that the Company be completely landated pursuant to the following Plan of Complete Liquidation:

- 1. The Member is authorized and directed to proceed promptly to wind anothe Company's affairs by collecting all of its assets and paying or providing for the payment of affor its liabilities.
- 2. As soon as practicable, the Member shall wind up the affairs of the Company or provide for the payment of its liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses, if the Member deems such a reserve to be desirable; and, distribute to the Member any remaining assets of the Company subject to any remaining unpaid liabilities.
- 3. If a reserve is established to meet claims against the Company, the Member shall arrange for the distribution of any unused balance of such reserve to the Member as soon as practicable.
- 4. The Member is authorized and directed to file such forms and documents required by the State of Florida, including, but not limited to, Articles of Dissolution.

Other Actions

FURTHER RESOLVED, that Barry Brant, as the Manager of the Company, be, and he hereby is, authorized and directed to execute whatever instruments and documents, and take whatever additional actions he deems necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolutions.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent to be effective as of the <u>30</u> day of June, 2009.

SOLE MEMBER:

NORFOLK EQUITY LTD., & Bahamian

corporation

Jorge Tchinnostan President

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