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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The Face Spa, 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:

Diane Z. Maloney
(Name of Person)

Aesthetic Surgery Center
(Firm/Company)

11181 Health Park Boulevard, Suite 1115
(Address)

Naples, FL 34110
(City/State and Zip Code)

For further information concerning this matter, please call:

Diane Maloney at (239) 594-9100
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

Enclosed is a check for the following amount:

- | | | | |
|---|--|--|---|
| <input type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$30.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input checked="" type="checkbox"/> \$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

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

1. The name of the limited liability company is

The Face Spa, LLC

2. The date the dissolution was approved: June 28, 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).

The members of The Face Spa, LLC have approved its dissolution by unanimous written consent pursuant to
subsection (c) of section 608.441 of the Florida Statutes.

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. 608.441.

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

Diane Z Maloney

Diane Z. Maloney, Sole Member

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**WRITTEN CONSENT
OF
THE SOLE MEMBER
OF
THE FACE SPA, LLC**

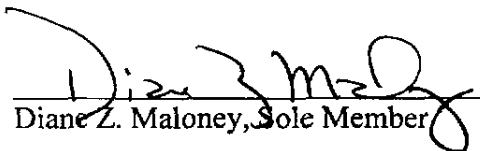
The undersigned, being the sole member (the "Member") of The Face Spa, LLC ("The Face Spa"), does hereby adopt the following resolutions by written consent:

WHEREAS the Member deems it advisable to dissolve The Face Spa and distribute its remaining assets;

NOW, THEREFORE, BE IT RESOLVED that the Member does hereby authorize the dissolution of The Face Spa; and be it further

RESOLVED that the officers The Face Spa are authorized to wind up the affairs of the Institute, to execute any and all documents and to take any and all actions necessary or desirable to effectuate the purposes of this resolution.

Dated: June 28, 2005


Diane Z. Maloney, Sole Member

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TALLAHASSEE, FLORIDA