

L0500000101018

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

03/13

Office Use Only



900092017749

03/12/07--01050--009 **30.00

FILED
2007 MAR 12 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Intelligent Voice Research, 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:

Roger E. Barton, Esq.

(Name of Person)

Barton Barton & Plotkin LLP

(Firm/Company)

420 Lexington Avenue, 18th Fl.

(Address)

New York, NY 10170

(City/State and Zip Code)

For further information concerning this matter, please call:

Roger E. Barton, Esq.

(Name of Person)

at (212) 687-6262

(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

FILED

2007 MAR 12 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of a limited liability company is

Intelligent Voice Research, LLC

2. The Articles of Organization were filed on 1/04/2005 and assigned document number L05000001068

3. The date the dissolution was approved: 12/31/2006

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).

Dissolution under section 608.441(c), Florida Statutes, 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

Printed Name

See attached list.

**WRITTEN AGREEMENT AND CONSENT OF
THE MEMBERSHIP OF
INTELLIGENT VOICE RESEARCH, LLC
CONSENTING TO DISSOLUTION OF LIMITED LIABILITY COMPANY**

We, the undersigned, being a majority of the membership of INTELLIGENT VOICE RESEARCH, LLC (the "Company"), a limited liability company organized and existing under the laws of the State of Florida, do hereby agree pursuant to Section 11.1(b) of the Company Second Amended and Restated Operating Agreement ("Operating Agreement"), and consent pursuant to Section 608.4231 of the Florida Limited Liability Company Act (the "Act"), to the following resolution by a Majority in Interest of the Preferred Series A Members and a Majority in Interest of the Common Members of the Company, each respectively, and that such action may be taken without a meeting pursuant to Section 608.4231 of the Act, which agreement and consent may be executed in any number of counterparts:

WHEREAS, pursuant to Section 11.1(b) of the Operating Agreement, *the Company shall dissolve upon the written agreement of, or vote at a duly called meeting of, a Majority in Interest in the Preferred Series A Members and a Majority in Interest in the Common Members each respectively.*

IT IS HEREBY

RESOLVED, that the Company dissolve and its affairs be concluded, and that it cease to exist as a limited liability company; and it is further


RESOLVED, that the Manager of the Company is hereby authorized and directed to file the necessary Articles of Dissolution of this Company with the Secretary of the State of Florida; and it is further

RESOLVED, that the Manager of the Company is hereby authorized and empowered, without further action by the Members of this Company, to take any and all action and to do any and all acts and things that may be necessary or proper to wind up the affairs of the Company, in accordance with the terms of the Operating Agreement and the Act.

FILED
2007 MAR 12 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

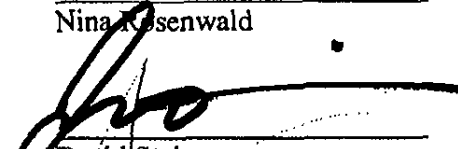
IN WITNESS WHEREOF, the undersigned, constituting a Majority in Interest of Preferred Series A Members and Common Members, each respectively, has executed this Written Consent as of the 31st day of December, 2006, and direct that it be filed with the minutes of the proceedings of the membership of the company.

PREFERRED SERIES A MEMBERS:

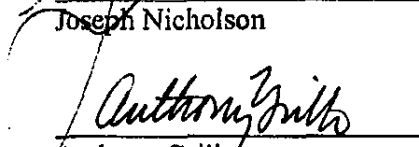

Elizabeth Varet


Alice Rosenwald

Nina Rosenwald


David Steinmann

Joseph Nicholson


Anthony Grillo

Jeff Davidowitz

Eric Schoenberg

David Justman

2007 MAR 12 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Josephine Anagnos


George Anagnos

Steven Anagnos

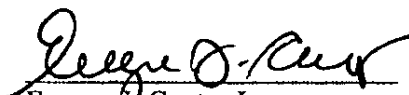
Maria Pierce

Robert Lewis Padgett IRA
Charles Schwab & Co., Inc.
Custodian

Paul Weissman



Abe Mastbaum



Eugene J. Canty, Jr.

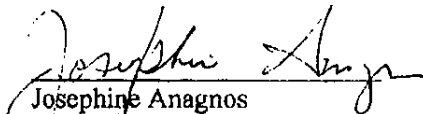
COMMON MEMBERS:

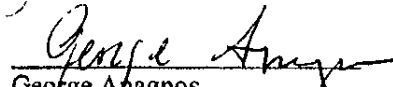
Dimitri Santana

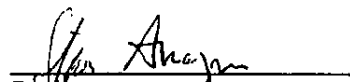
FILED

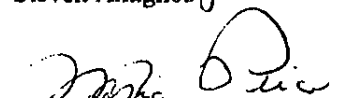
2007 MAR 12 PM 2:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Josephine Anagnos


George Anagnos


Steven Anagnos


Maria Pierce

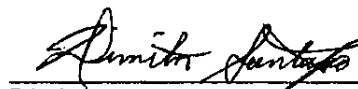
Robert Lewis Padgett IRA
Charles Schwab & Co., Inc.
Custodian

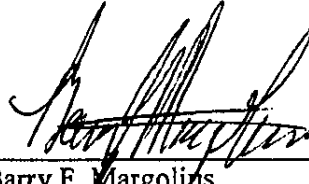
Paul Weissman

Abe Mastbaum

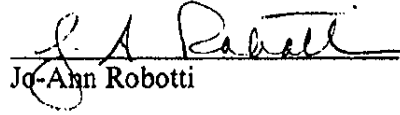
Eugene J. Canty, Jr.

COMMON MEMBERS:


Dimitri Santana



Barry F. Margolin



Jo-Anne Robotti

Florencio Bravo

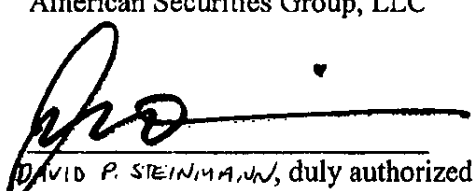
Ivo Rothschild

David P. Steinmann

Joseph J. Nicholson

Paul Murphy

American Securities Group, LLC

By: 
Print Name: DAVID P. STEINMANN, duly authorized

FILED

2007 MAR 12 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA