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06 MAR 15 PM 1:18
STATE
FLORIDA

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7. MAR. 2006 18:35

VALOR CONSULT

NR. 6062 S. 1

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Praetorian Properties Holding 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:

FILED
05 MAR 15 PM 1:18
STATE OF FLORIDA

Marc Tetzner
(Name of Person)

(Firm/Company)

401 Briny Avenue #714
(Address)

Pompano Beach, FL 33062
(City/State and Zip Code)

For further information concerning this matter, please call:

Marc Tetzner at (954) 785-4074
(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
- \$35.00 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

1. The name of a limited liability company is PRAETORIAN PROPERTIES HOLDING LLC

2. The Articles of Organization were filed on March 9th, 2005 and assigned document number L05000024320

3. The date the dissolution was approved: March 15th, 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).

Cap rate compression, high priced market has led to inability to structure US real estate investments.

08 MAR 15 PM 1:17 SEVEN STATE FLORIDA

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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 lines with handwritten signatures and dates (03/09/06, 3/08/06)

Printed Name lines: Stefan Seuss (see separate page), Michael Poetter, Andreas Bloecker, Marc Tetzner

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5. CHECK ONE:

- [X] 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:

- [X] 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 [Handwritten signatures]

Printed Name Stefan Seuss Michael Poetter Andreas Bloecker Marc Tetzner

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

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SECRETARY OF STATE
FLORIDA

FILED

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- OR-
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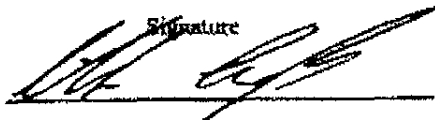
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- Adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending suit.

Signatures of the members having the same percentage of membership interests necessary to approve the dissolution:

Signature



Printed Name

Stefan Seuss

Michael Poetter

Andreas Bloecker

Marc Tetzner
