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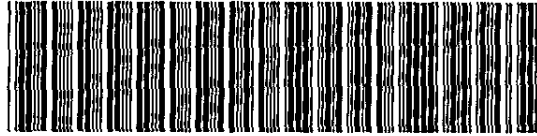
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# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Foo Bar, LLC

File 1st

Signature

Requested by:

Name

Date

Time

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- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- ☒ Dissolution / Withdrawal LC
- ☒ Annual Report / Reinstatement
- ☒ Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

FOO BAR, LLC  
816 E. New Haven Avenue  
Melbourne, Florida 32901

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

To Whom It May Concern:

In conjunction with the enclosed Articles of Dissolution for Foo Bar, LLC, please let this correspondence serve to release the name of Foo Bar. The members of this LLC have no intention of reinstating and have no need of the name for future use.

We give permission to PRIMP BY APPOINTMENT ONLY, INC. to proceed with their desire to change their name to FOO BAR, INC.

Sincerely,

*Kimberly A. Dutton* 10-21-05

Kimberly A. Dutton  
Sole Member of FOO BAR, LLC.

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TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION OF  
FOO BAR, LLC**

I. The name of this limited liability company is FOO BAR, LLC, with an effective date of September 22, 2005.

II. The effective date of the limited liability company's dissolution is the date upon which these Articles of Dissolution are accepted for filing with the Division of Corporations of the Florida Department of State.


III. The dissolution of the limited liability company was authorized on the date hereof by a Written Consent of the members of the LLC as required by Section 608.441, (c) *Florida Statutes*.

IV. All debts, obligations and liabilities of the Company have been paid or discharged.

V. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.

VI. There are no suits pending against the Company in any Court.

IN WITNESS WHEREOF, the undersigned, comprising all of the Members of the company, have duly executed these Articles of Dissolution as of the 21 day of Oct, 2005.

  
Kimberly A. Dutton

**WRITTEN CONSENT IN LIEU OF MEETING  
OF ALL OF THE MEMBERS OF  
FOO BAR, LLC**

Pursuant to *Florida Statutes* Sections 608.4231, the undersigned, being all of the members of FOO BAR, LLC (the "LLC"), individually and collectively consent, by this writing effective as of the last date this document is signed by the signatory hereto, to take the following actions, adopt the following resolutions, and transact the following business of the Company:

- (1) Liquidate the Company in accordance with the applicable provisions of *The Internal Revenue Code of 1986*, as determined by the accountant for the Company;
- (2) File Articles of Dissolution with the Division of Corporations of the Florida Department of State.
- (3) Distribute all the assets to the Members of the Company subject to any unpaid liabilities and reduction and cancellation of all the membership certificates of the Company;
- (4) File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns as soon as possible after the distribution of the Company assets; and
- (5) Provide for the payment of any indebtedness owed by the Company to any creditors or lienors; and

In furtherance of the foregoing, the following resolutions are hereby adopted and approved:

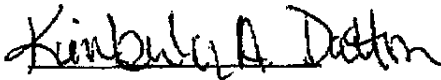
**RESOLVED**, that all of the Members of the Company are authorized and must execute, deliver and perform for and on behalf of the Company, all such agreements, documents and instruments and take all such action as may be necessary or appropriate to liquidate the Company; and further

**RESOLVED**, that the signing of this Consent shall constitute full ratification of all actions contemplated herein; and further

**RESOLVED**, that all of the Members of the Company are hereby authorized and directed to do all things, take all actions, and execute, deliver and file all documents and instruments, in the name and on behalf of the Company, as may be determined by any such officer to be necessary or convenient in effecting the foregoing resolutions and the transactions contemplated thereby (such determination to be conclusively evidenced by the taking or execution thereof by such officer); and further

**RESOLVED**, that this action by consent shall be effective as of the date of execution hereof and shall be delivered to the Secretary of the Company for inclusion in the Company's minutes or filing with the Company's records.

Execution of this certificate by the undersigned, being all of the members of the Company, pursuant to Section 608.4231 of the *Florida Statutes*, and the subsequent insertion of this certificate in the minute book of the Company, waive any requirement of a formal meeting of the Members to conduct the business referred to herein.

  
Kimberly A. Dunlop

Date: 10-21-05

***PLAN OF LIQUIDATION AND DISTRIBUTION  
OF ASSETS OF FOO BAR, LLC***

**Authorization for Dissolution**

1. Pursuant to a written consent of even date herewith, all owners of the outstanding common stock of the Company and all of the members of the Board of Directors of the Company adopted a resolution that the Company be dissolved.

**Approval and Adoption of the Plan**

2. The Board of Directors of the Company has determined that it is in the best interests of the Company and of its shareholders that the liquidation of the Company and the distribution of its assets be made pursuant to a formal, written plan of liquidation and distribution, under which *Foo Bar*, a Florida limited liability company shall be completely liquidated and dissolved, all of its known debts and liabilities shall be paid or otherwise provided for, and all of its remaining property and assets shall be distributed to its shareholders, according to their respective interests, in complete redemption and cancellation of all of the Company's shares. This plan shall become effective on the date set forth below, as approved by the vote or written consent of the Board of Directors. The date of Board approval and adoption of the plan is hereinafter called the "Effective Date."

**Cessation of Business**

3. After the effective date, the Company shall cease to carry on business, except to the extent necessary to properly wind up its affairs and to preserve the value of its business and assets pending liquidation and distribution. If necessary, the Company shall maintain a bank account to provide for the receipt and payment of receivables and payables.

#### Sale of Assets

4. After the Effective Date, the Board of Directors and the Officers of the Company may sell all of the assets of the Company or distribute them in kind to the shareholders. Any sales shall be made on the terms and conditions and for the consideration that the Board deems reasonable and in the best interests of the Company and of its shareholders. The Board of Directors and the officers of the Company may execute any instruments that are necessary to transfer title to the property and assets.

#### Payment of Debts and Liabilities

5. Prior to making any distribution of corporate assets to the shareholders, the Board of Directors and the officers shall pay all of the known or ascertainable debts and liabilities of the Company.

The Company may set aside a sum of cash to be used for the payment of unascertained or contingent liabilities and expenses of the Company, including liabilities for taxes and expenses of liquidation and dissolution. Any amount remaining in the reserve fund after payment of these liabilities and expenses shall be distributed to the shareholders according to their respective interests.

#### Distribution of Assets

6. After payment of, or provision for, all of the known debts and liabilities of the Company, the Board of Directors and officers of the Company shall distribute the remaining corporate assets to the shareholders of record in the following manner: (1) with respect to any cash, by distributing to each shareholder a proportion of the cash equal to the proportion that the shares owned by the shareholder on the Effective Date bears to the total issued and outstanding shares of the Company; and (2) with respect to assets other than cash, by distributing to each shareholder an undivided interest in each of the assets equal to the proportion that the shares

owned by the shareholder on the Effective Date bears to the total issued and outstanding shares of the Company.

This distribution shall be made to the shareholders on the following conditions: (1) that, on demand made by the Board of Directors, each shareholder properly endorse and surrender, for cancellation, the certificate or certificates evidencing ownership of the shareholder's shares; and (2) that the distribution shall be in complete satisfaction of the rights of each shareholder as a shareholder of the Company.

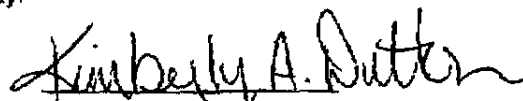
#### Powers of Directors and Officers

7. The Board of Directors and the officers of the Company shall carry out the provisions of this plan and shall take all actions that are necessary or advisable to effect the complete liquidation of the Company and its dissolution, including the execution of such instruments as may be required to vest title to the assets in the shareholders and the execution of all documents required by law to be filed to effect the dissolution of the Company.

#### Effective Date

8. The Effective Date of this Plan shall for all purposes be 21<sup>st</sup> day of October, 2005, notwithstanding any date of execution or filing; and in no event shall the liquidation continue beyond December 31, 2005, without the express authorization of the Board of Directors.

IN WITNESS WHEREOF, the undersigned President has executed this Plan of Liquidation and Dissolution on behalf of the Company.

  
Kimberly A. Dutton, President