

L05000121854

(Requestor's Name)

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(City/State/Zip/Phone #)

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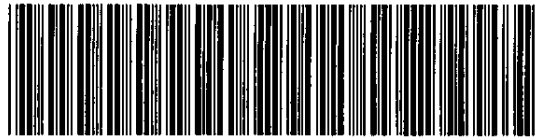
(Business Entity Name)

(Document Number)

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DATE 5/26/06

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B. Tacklock MAY 26 2006

B. Tacklock

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**PRESTON J. FIELDS, P.A.**

ATTORNEYS AT LAW

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PALM BEACH GARDENS, FLORIDA 33410

TELEPHONE: (561) 799-9910 • FACSIMILE: (561) 799-0388

PRESTON J. FIELDS, SR.

OF COUNSEL

ROBERT M. FIELDS

May 16, 2006

Florida Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

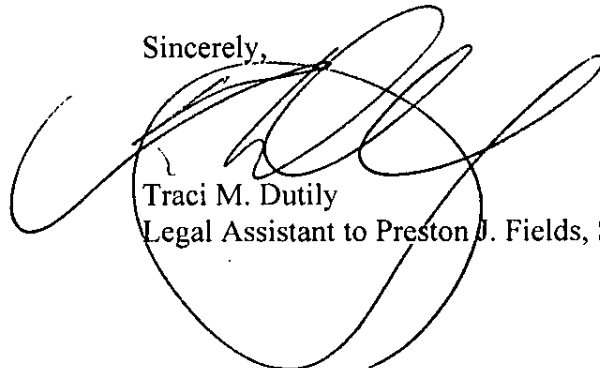
**Re: Corporation: Cybertech Computer Systems, LLC**  
**Our File No.: 272-001**

To Whom It May Concern:

Enclosed please find a check from this Firm in the amount of \$35.00, along with one (1) original and one (1) copy of the Articles of Dissolution for Cybertech Computer Systems, LLC. Please file the original, stamp the copy, and return the stamped copy in the enclosed envelope.

Thank you in advance for your assistance in this matter. If you should have any questions, or if I should be of any further assistance, please feel free to contact me.

Sincerely,



Traci M. Dutily  
Legal Assistant to Preston J. Fields, Sr.

PJF/tmd  
*Enclosures*

cc: Client

Prepared by:

Preston J. Fields, Sr., Esquire  
Preston J. Fields, P.A.  
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**ARTICLES OF DISSOLUTION OF**  
**CYBERTECH COMPUTER SYSTEMS, LLC**  
**A Florida Limited Liability Company**

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Pursuant to §608.445, Fla. Stat., Cybertech Computer Systems, LLC, a Florida limited liability company ["Company"], does hereby submit the following Articles of Dissolution:

- FIRST:** The Company's name is Cybertech Computer Systems, LLC.
- SECOND:** The Company's document number is L05000121854.
- THIRD:** The Articles of Organization were filed on December 22, 2005.
- FOURTH:** The effective date of the Company's dissolution is May 18, 2006.
- FIFTH:** The Company's dissolution occurred as all members of the Company, as witnessed by their signatures below, consented to the dissolution, which was not prohibited by the Articles of Organization, pursuant to §608.441(1)(c), Fla. Stat.
- SIXTH:** All debts, obligations, and liabilities of the Company have been paid or discharged, or that adequate provision has been made therefor pursuant to §608.4421, Fla. Stat.

**§608.4421, Fla. Stat.: Claims Against Dissolved Limited Liability Company.**

1. A dissolved limited liability company may dispose of the known claims against it by following the procedures described in subsections (2), (3), and (4).
2. The dissolved limited liability company shall deliver to each of its known claimants written notice of the dissolution at any time after its effective date. The written notice shall:
  - a. Provide a reasonable description of the claim that the claimant may be entitled to assert.

- b. State whether the claim is admitted or not admitted, in whole or in part, and, if admitted:
    - i. The amount that is admitted, which may be as of a given date.
    - ii. Any interest obligation if fixed by an instrument of indebtedness.
  - c. Provide a mailing address where a claim may be sent.
  - d. State the deadline, which may not be fewer than 120 days after the effective date of the written notice, by which confirmation of the claim must be delivered to the dissolved limited liability company.
  - e. State that the limited liability company may make distributions thereafter to other claimants and its members or former members without further notice.
3. A dissolved limited liability company may reject, in whole or in part, any claim made by a claimant pursuant to this subsection by mailing written notice of such rejection to the claimant within 90 days after receipt of such claim and, in all events, at least 150 days before expiration of 3 years following the effective date of dissolution. A notice sent by the limited liability company pursuant to this subsection shall be accompanied by a copy of this section.
4. A dissolved limited liability company electing to follow the procedures described in subsections (2) and (3) shall also give notice of the dissolution of the limited liability company to persons with claims contingent upon the occurrence or nonoccurrence of future events or otherwise conditional or unmatured, and request that such persons present such claims in accordance with the terms of such notice. Such notice shall be in substantially the form, and sent in the same manner, as described in subsection (2).
5. A dissolved limited liability company shall offer any claimant whose claim is contingent, conditional, or unmatured such security as the limited liability company determines is sufficient to provide compensation to the claimant if the claim matures. The dissolved limited liability company shall deliver such offer to the claimant within 90 days after receipt of such claim and, in all events, at least 150 days before expiration of 3 years following the effective date of dissolution. If the claimant offered such security does not deliver in

writing to the dissolved limited liability company a notice rejecting the offer within 120 days after receipt of such offer for security, the claimant is deemed to have accepted such security as the sole source from which to satisfy the claimant's claim against the limited liability company.

6. A dissolved limited liability company which has given notice in accordance with subsections (2) and (4) shall petition the circuit court in the county where the limited liability company's principal office is located or was located at the effective date of dissolution to determine the amount and form of security that will be sufficient to provide compensation to any claimant who has rejected the offer for security made pursuant to subsection (5).
7. A dissolved limited liability company which has given notice in accordance with subsection (2) shall petition the circuit court in the county where the limited liability company's principal office is located or was located at the effective date of dissolution to determine the amount and form of security which will be sufficient to provide compensation to claimants whose claims are known to the limited liability company but whose identities are unknown. The court shall appoint a guardian ad litem to represent all claimants whose identities are unknown in any proceeding brought under this subsection. The reasonable fees and expenses of such guardian, including all reasonable expert witness fees, shall be paid by the petitioner in such proceeding.
8. The giving of any notice or making of any offer pursuant to the provisions of this section shall not revive any claim then barred or constitute acknowledgment by the dissolved limited liability company that any person to whom such notice is sent is a proper claimant and shall not operate as a waiver of any defense or counterclaim in respect of any claim asserted by any person to whom such notice is sent.
9. A dissolved limited liability company which has followed the procedures described in subsections (2)-(7):
  - a. Shall pay the claims admitted or made and not rejected in accordance with subsection (3).
  - b. Shall post the security offered and not rejected pursuant to subsection (5).
  - c. Shall post any security ordered by the circuit court in any proceeding under subsections (6) and (7).

- d. Shall pay or make provision for all other obligations of the limited liability company.

Such claims or obligations shall be paid in full, and any such provision for payments shall be made in full if there are sufficient funds. If there are insufficient funds, such claims and obligations shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of funds legally available therefor. Any remaining funds shall be distributed pursuant to §608.444, Fla. Stat.; however, such distribution may not be made before the expiration of 150 days from the date of the last notice of rejections given pursuant to subsection (3).

10. A dissolved limited liability company which has not followed the procedures described in subsections (2) and (3) shall pay or make reasonable provision to pay all claims and obligations, including all contingent, conditional, or unmatured claims known to the limited liability company and all claims which are known to the dissolved limited liability company but for which the identity of the claimant is unknown. Such claims shall be paid in full, and any such provision for payment made shall be made in full if there are sufficient funds. If there are insufficient funds, such claims and obligations shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of funds legally available therefor. Any remaining funds shall be distributed pursuant to §608.444, Fla. Stat.
11. A member of a dissolved limited liability company, the assets of which were distributed pursuant to subsection (9) or subsection (10) is not liable for any claim against the limited liability company in an amount in excess of such member's pro rata share of the claim or the amount distributed to the member, whichever is less.
12. A member of a dissolved limited liability company, the assets of which were distributed pursuant to subsection (9) is not liable for any claim against the limited liability company on which a proceeding is not begun prior to the expiration of 3 years following the effective date of dissolution.
13. The aggregate liability of any member of a dissolved limited liability company for claims against the dissolved limited liability company may not exceed the amount distributed to the member in dissolution.

**SEVENTH:** All remaining property and assets have been distributed among the members in accordance with their respective rights and interests.

**EIGHTH:** There are no suits pending against the Company in any court or that adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered.

**MEMBER APPROVAL**

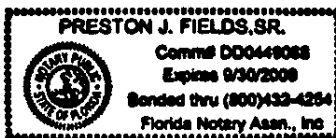


**DENNIS MERCER**

**STATE OF FLORIDA                    )**  
**COUNTY OF PALM BEACH        )**

**THE FOREGOING INSTRUMENT** was ☐ sworn to, ☒ affirmed or ☐ acknowledged before me on this 10 day of May, 2006, by DENNIS MERCER, as sole member of the Company, who ☐ is personally known to me or ☒ has produced Id as identification and who ☒ did ☐ did not take an oath.

**NOTARY PUBLIC**



Notary Signature: \_\_\_\_\_

Notary Name: \_\_\_\_\_

Notary Commission: \_\_\_\_\_

Notary Expiration: \_\_\_\_\_