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2007 MAR 16 AM 11:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** DA Properties, 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:

Scott T. Spear, Esq.

(Name of Person)

Blish & Cavanagh, LLP

(Firm/Company)

30 Exchange Terrace

(Address)

Providence, RI 02903

(City/State and Zip Code)

For further information concerning this matter, please call:

Scott T. Spear, Esq.

(Name of Person)

at ( 401 ) 831-8900

(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 16 AM 11:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of a limited liability company is  
DA Properties, LLC

2. The Articles of Organization were filed on March 14, 2006 and assigned document number \_\_\_\_\_

3. The date the dissolution was approved: March 10, 2007

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).

Upon the written consent of the Members, pursuant to the DA Properties, LLC Operating Agreement and Section 608.441 (c) of the Florida Statutes.

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

Adam DeGraide

David Simas

FILING FEE: \$25.00

**UNANIMOUS WRITTEN CONSENT OF**  
**THE MEMBERS OF**  
**DA PROPERTIES, LLC**

**FILED**

2007 MAR 16 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being all of the members of DA Properties, LLC, a Florida limited liability company (the "Company") hereby consent to, confirm, approve, accept, and ratify the following actions and resolutions:

WHEREAS, the Company was organized under the laws of the State of Florida as of March 14, 2006 for the business and purposes of buying, selling, owning, leasing, managing and developing real estate and such other activities as are specified by the members (the "Business"); and

WHEREAS, due to recent changes in the real estate market adversely affecting the Business, the Members now desire to dissolve the Company and have determined it is in the best interest of the Company to be dissolved pursuant to Section 10.1 (a) of the DA Properties, LLC Limited Liability Company Operating Agreement ("Operating Agreement") which provides that the Company may be dissolved upon the consent of a majority of the Members, and in accordance with the Florida Limited Liability Company Act, codified in Section 608.401 of the Florida Statutes (the "Act").

NOW, THEREFORE, BE IT:

**RESOLVED:** That the Company may hereby be dissolved pursuant to Section 10.1 (a) of its Operating Agreement and in accordance with Sections 608.441 and 608.445 of the

Act, effective as of the date of filing the Articles of Dissolution with the Florida Secretary of State, a copy of which in substantially the same form is attached hereto as Exhibit A; and

RESOLVED That the Company may hereby cease conducting any Business except that it may transact business that is appropriate to wind up its Business and affairs pursuant to Articles 10.2, 10.3 and 10.4 of its Operating Agreement and relevant provisions of the Act; and

RESOLVED That all of the Members have the right to participate in the winding up of the Company and shall have the authority to execute and file any and all documents necessary to effect the actions contemplated herein, including the original Articles of Dissolution for a Limited Liability Company which shall be filed with the Florida Secretary of State and made effective as of the date thereof.

This agreement may be signed by the parties in counterpart.

[Remainder of Page Intentionally Left Blank.]

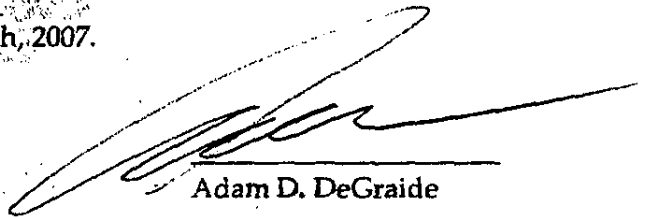
FILED  
2007 MAR 16 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WITNESS my hand this 10<sup>TH</sup> day of March, 2007.



David A. Simas

WITNESS my hand this 10<sup>TH</sup> day of March, 2007.



Adam D. DeGraide