

L06000089088

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THE ROSENTHAL  
LAW FIRM, P.A.

4798 New Broad Street  
Suite 310  
Orlando, FL 32814  
Phone 407.488.1220  
Fax 407.488.1228

**VIA FEDERAL EXPRESS  
AND ELECTRONIC MAIL**

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September 30, 2009

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301  
corpaddresschange@dos.state.fl.us

Re: Judicial Dissolution of SS&T Investments, LLC  
Document Number L06000089088

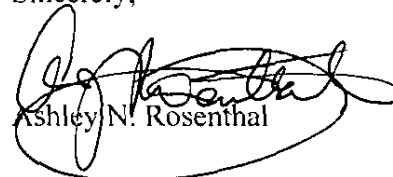
Dear Sir or Madam:

Pursuant to the enclosed Partial Final Judgment of Dissolution and Order Removing Case from Trial Docket (the "Judgment"), SS&T Investments, LLC has been judicially dissolved as of September 29, 2009. Pursuant to the Judgment, this firm has been appointed the registered agent of the dissolved entity and the former managing members, being Theobald and Sampson, LLC and Sharp Land Development, LLC, have been removed as managers and members. ✓

While this judicial dissolution is unique and may require further forms and/or information to implement the terms of the Judgment, I have enclosed a form Statement of Change of Registered Office or Registered Agent or Both for Limited Liability Company, together with the \$25.00 fee, for your review and processing. I have also emailed this cover letter, together with the enclosed form, to the Division of Corporations (per on-line instructions) to request that the principal and mailing addresses be changed for the dissolved entity. ✓

Please do not hesitate to contact me for additional information or questions. I appreciate your attention to these matters. ✓

Sincerely,



Ashley N. Rosenthal

Enclosures

Cc: Catherine Taylor, Counsel for Theobald and Sampson, LLC  
Sharp Land Development, LLC

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** SS&T Investments LLC  
Name of Limited Liability Company

Dear Sir or Madam:

The enclosed Registered Agent/Registered Office Change and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ashley N. Rosenthal, Esq.

Name of Person

The Rosenthal Law Firm, P.A.

Firm/Company

4798 New Broad Street, Ste. 310

Address

Orlando, Florida 32814

City/State and Zip Code

arosenthal@therosenthallaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ashley Rosenthal

Name of Person

at ( 407 )

488-1220

Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Enclosed is a check for the following amount:**

☒ \$25 Filing Fee

☐ \$55 Filing Fee & Certified Copy

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY**

*Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.*

1. Name of the limited liability company: SS&T Investments, LLC

2. (a) Principal office address of limited liability company: \_\_\_\_\_

☒ \_\_\_\_\_

(Note: **MUST BE STREET ADDRESS**)

131 E. 13th Street  
St. Cloud, Florida 34769

(b) Mailing address of limited liability company: \_\_\_\_\_

☒ \_\_\_\_\_

(Note: **MAY BE POST OFFICE BOX**)

131 E. 13th Street  
St. Cloud, Florida 34769

9/11/06

3. Date of filing/registration in Florida

L06000089088

4. Document number

5. (a) Registered Agent and Registered Office shown on the records of the Florida Dept. of State:

Registered Agent:

Theobald & Sampson, LLC

Registered Office Address:

131 E. 13th Street  
St. Cloud, Florida 34769

(b) Enter name of **NEW Registered Agent** and/or **NEW Registered Office address**:

**NEW Registered Agent:**

The Rosenthal Law Firm, P.A. ✓

**NEW Registered Office Address:**

**(MUST BE FLORIDA STREET ADDRESS)**

4798 New Broad Street

Suite 310

Orlando, FL 32814

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

*Anthony Rosenthal, Esq., FL Bar #0513792*  
Signature of a member or authorized representative of a member

Sharp Land Development, LLC, by ~~Dennis Sharp~~ Ashley Rosenthal, Counsel  
Printed or typed name of signee

*I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

*Anthony Rosenthal, Esq., FL Bar #0513792*  
Signature of Registered Agent

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

FILING FEE: \$25.00

**IN THE CIRCUIT COURT OF THE NINTH JUDICIAL CIRCUIT  
IN AND FOR OSCEOLA COUNTY, FLORIDA**

**SHARP LAND DEVELOPMENT, LLC,**

**Plaintiff,**

**vs.**

**Case No. 08-CA-9871**

**SS&T INVESTMENTS, LLC, THEOBALD  
AND SAMPSON, LLC, KARL  
THEOBALD, and KENNETH L.  
SAMPSON**

**Defendants.**

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**PARTIAL FINAL JUDGMENT OF DISSOLUTION AND ORDER REMOVING CASE  
FROM TRIAL DOCKET**

This case came before the Court for consideration of the parties' Joint Motion for Partial Final Judgment of Dissolution and Ordering Sale of Real Property and for Removal of Remaining Issues from Trial Docket Pending Sale of Real Property dated September 28, 2009. Upon due consideration, it is hereby, **ORDERED AND ADJUDGED:**

1. The parties' Joint Motion for Partial Final Judgment of Dissolution and Ordering Sale of Real Property and for Removal of Remaining Issues from Trial Docket Pending Sale of Real Property is **GRANTED**.

2. **SS&T INVESTMENTS, LLC ("SS&T")** is hereby **DISSOLVED**.

3. Effective immediately, the registered agent for SS&T shall be The Rosenthal Law Firm P.A. (the "Registered Agent").

4. The Registered Agent and the parties shall immediately take all reasonable actions necessary to dissolve SS&T and change the identity of SS&T's Registered Agent with

Florida's Secretary of State. The Registered Agent shall promptly notify all parties through their respective counsel of any action filed against SS&T.

5. The former managing members of SS&T being Theobald and Sampson, LLC, and Sharp Land Development, LLC, are hereby removed as managers and members of SS&T and immediately discharged of all duties, obligations, and responsibilities owed to SS&T.

6. The single asset owned by SS&T, a vacant piece of real property located in St. Cloud, Osceola County, Florida, at the corner of Old Hickory Tree Road and Highway 192, assigned Parcel ID No. 07-26-31-0604-0001-0015, together with any entitlements and related engineering plans and permits for the development and use of the land (collectively referred to as the "Property") shall be sold on or before **MARCH 22, 2010**.

7. The marketing and sale of the Property shall be conducted by a licensed realtor employed by Cushman & Wakefield (the "Court Appointed Realtor").

8. The Court Appointed Realtor is hereby vested with the authority to accept or reject any offer to purchase the Property from any person or entity, including a former member of SS&T, in its sole discretion, provided, however, that any offer accepted by the Court Appointed Realtor must be in an amount sufficient to pay off all of the recorded liens on the Property as well as any and all closing costs including, but not limited to, documentary stamp taxes, title search fees, and title insurance premiums.

9. In the event that the Property is sold on or before March 22, 2010, then any excess proceeds from the sale, less any fees charged by the Clerk of the Court, shall be immediately deposited by the Court Appointed Realtor into this Court's Registry pending resolution of the remaining allocation issues left for trial in this matter. The parties have stipulated and agreed, and it is hereby ordered, such resolution shall not include any argument or determination that any

party has forfeited membership or shareholder status in SS&T. Notwithstanding the forgoing, however, in the event any party violates the terms of this Partial Final Judgment, the Court shall reserve the right to remedy such breach in any manner it deems appropriate.

10. In the event that the Property is not sold by March 22, 2010, then the authority vested in the Court Appointed Realtor herein shall be revoked effective as of **MARCH 23, 2010**.

11. With respect to the judicial dissolution of SS&T, the Court retains jurisdiction to appoint a third party representative for SS&T in the event such representative becomes reasonably necessary in light of any future adverse action taken against SS&T.

12. This case is hereby removed from the three (3) week combination trial docket commencing October 12, 2009, and the action is abated until either the Property is sold or March 23, 2010, whichever occurs first.

13. Notwithstanding the dissolution of SS&T, the former members shall pay the following sums: (a) each former member shall pay its respective share of the loan payments to the same extent as required prior to dissolution; and (b) on or before November 1, 2009, each former member shall deposit with The Rosenthal Law Firm, P.A., one-half of the 2009 real property tax bill.

**DONE AND ORDERED** in Osceola County, Florida this 29<sup>th</sup> day of September, 2009.

**/s/ JOHN MARSHALL KEST**

**JOHN MARSHALL KEST  
CIRCUIT COURT JUDGE**

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing was furnished via hand delivery on this 29<sup>th</sup> day of September, 2009, to Catherine M. Taylor, Brian Michael Mark, P.A.

104 N. Church St., Kissimmee, FL 34741, and Jason A. Rosenthal, the Rosenthal Law Firm,  
P.A., 4798 New Broad Street, Suite 310, Orlando, FL 32814.

SAD

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Judicial Assistant/~~Attorney~~