

L06000097347

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

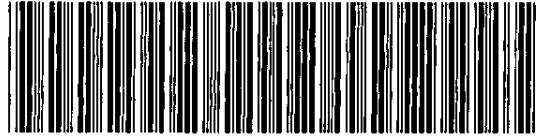
Special Instructions to Filing Officer:

A. LUNT

APR 17 2008

EXAMINER

Office Use Only



000123492390

04/16/08--01035--017 **30.00

FILED

2008 APR 16 P 2:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PARKER, HUDSON, RAINER & DOBBS LLP

LIMITED LIABILITY PARTNERSHIP
ATTORNEYS AT LAW

TRAVIS N. CARTER

DIRECT DIAL
(404) 880-4742

TELECOPIER
(404) 522-8409

tcarter@phrd.com

1500 MARQUIS TWO TOWER
285 PEACHTREE CENTER AVENUE, N.E.
ATLANTA, GEORGIA 30303
(404) 523-5300

OFFICES IN:

ATLANTA, GEORGIA
TALLAHASSEE, FLORIDA

April 14, 2008

VIA FEDEX

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Attn: Registration Section

FILED
2008 APR 16 P 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RE: Proteus On-Demand Facilities LLC, a Florida limited liability company
- Articles of Dissolution**

**Proteus On-Demand Facilities, LLC, a Georgia limited liability
company - Application by Foreign Limited Liability Company For
Authorization to Transact Business in Florida**

Dear Sir or Madam:

For the purpose of dissolving Proteus On-Demand Facilities, LLC, a Florida limited liability company, and immediately qualifying Proteus On-Demand Facilities, LLC, a Georgia limited liability company, to do business in the State of Florida, enclosed please find the following documents that **we respectfully request be filed with your office in the order set forth below:**

1. The original and one (1) copy of the (a) Articles of Dissolution for a Limited Liability Company ("Articles of Dissolution") and (b) Action of the Sole Member of Proteus On-Demand Facilities LLC Taken by Unanimous Written Consent in Lieu of a Special Meeting dissolving Proteus On-Demand Facilities LLC, a Florida limited liability company;
2. A check in the amount of \$30.00 payable to the Florida Department of State representing the Articles of Dissolution filing fee (\$25.00) and Certificate of Status fee (\$5.00);
3. The original and one (1) copy of the (a) Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida (the "Application"), (b) Certificate of Designation of Registered Agent/Registered Office, and (c)

Florida Department of State
April 14, 2008
Page 2

Certificate of Existence of Proteus On-Demand Facilities, LLC, a Georgia limited liability company, issued by the Georgia Secretary of State dated April 11, 2008; and

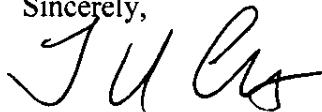
4. A check in the amount of \$130.00 payable to the Florida Department of State representing the Application filing fee (\$100.00), the Designation of Registered Agent filing fee (\$25.00), and Certificate of Status fee (\$5.00).

We respectfully request that you file the enclosed documents in the order described above dissolving Proteus On-Demand Facilities LLC, a Florida limited liability company, and concurrently authorizing Proteus On-Demand Facilities, LLC, a Georgia limited liability company, to conduct business in the State of Florida. Please return the photocopies of the enclosed documents file-stamped with the filing date to the undersigned in the self-addressed, stamped envelope that we have enclosed for your convenience.

Once you have completed processing the enclosed documents, please forward the Certificate of Dissolution of Proteus On-Demand Facilities LLC, a Florida limited liability company, and the Certificate of Authorization for Foreign Limited Liability Company to Transact Business in Florida for Proteus On-Demand Facilities, LLC, a Georgia limited liability company, to the undersigned.

If you have any questions or require any additional information, please contact the undersigned at (404) 880-4742 or Sally Vonderscher at 404-420-1148. Thank you for your assistance with this matter.

Sincerely,



Travis N. Carter

TNC/sav
enclosures
cc: Mr. Herman A. Vonhof (w/o enclosures)

FILED
2008 APR 16 P 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. The name of a limited liability company is

Proteus On-Demand Facilities LLC

2. The Articles of Organization were filed on October 5, 2006 and assigned document number L06000097347

3. The date the dissolution was approved: Date of filing of Articles of Dissolution.

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).

Dissolution is pursuant to the Written Consent of the Sole Member of Proteus On Demand Facilities LLC.

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 section 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

PROTEUS PARTNERS, LLC, Sole Member

By:

Herman A. Vonhof, Manager

Printed Name

Proteus Partners, LLC, Sole Member

By: Herman A. Vonhof, Manager

FILING FEE: \$25.00

**ACTION OF THE SOLE MEMBER OF
PROTEUS ON-DEMAND FACILITIES LLC
TAKEN BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

Pursuant to the provisions of Section 608.4231 of the Florida Statutes, the undersigned, being the sole Member of Proteus On Demand Facilities LLC, a Florida limited liability company (the "Company"), does hereby consent to the following resolutions as the action of the sole Member of the Company in lieu of a meeting, and direct that this consent be filed with the minutes of the proceedings of the Members of the Company:

WHEREAS, in the judgment of the sole Member of the Company, it is deemed advisable and in the best interest of the Company and the sole Member to dissolve the Company;

NOW, THEREFORE, BE IT RESOLVED, that Articles of Dissolution of Proteus On Demand Facilities LLC attached hereto as Exhibit "A" (the "Articles of Dissolution") are hereby approved and adopted;

FURTHER RESOLVED, that Herman A. Vonhof as Manager of Proteus Partners, LLC, the sole Member of the Company (the "Sole Member"), is hereby authorized and directed to take all such actions as are necessary or appropriate to execute and effect the Articles of Dissolution on behalf of the Company;

FURTHER RESOLVED, that Herman A. Vonhof is hereby authorized and directed to do or cause to be done all acts that are deemed necessary and proper to effect the liquidation and dissolution of the Company; and

FINALLY RESOLVED, that Herman A. Vonhof is hereby authorized and directed to take all such actions as are necessary or appropriate to effectuate the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned hereby ratifies, approves, affirms, and adopts the foregoing resolutions by this Written Consent effective this 10th day of April, 2008.

SOLE MEMBER:

Proteus Partners, LLC

By: _____

Name: Herman A. Vonhof

Title: Manager