

L07000027925

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : AMERICAS CAPITAL PARTNERS
Account Number : I20070000108
Phone : (305) 995-9998
Fax Number : (305) 995-9993

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ACP STRATEGIC ADVISORS LLC

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ARTICLES OF DISSOLUTION
FOR
A LIMITED LIABILITY COMPANY

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of a limited liability company is

ACP STRATEGIC ADVISORS, LLC

2. The Articles of Organization were filed on 03/14/2007 and assigned document number L07000027925

3. The date the dissolution was approved: 11/03/2008

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).

Written Consent of the Members to Dissolve

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.

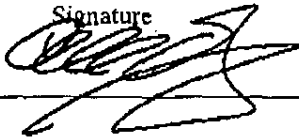
6. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.

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

Allen C. de Olazarra

WRITTEN CONSENT OF THE SOLE MEMBER
OF
ACP STRATEGIC ADVISORS, LLC

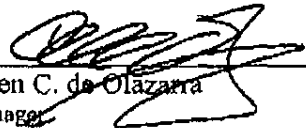
The undersigned, constituting the sole member of ACP Strategic Advisors, LLC, a Florida limited liability company (the "Company"), does hereby consent and unanimously adopt the following resolution:

RESOLVED, that the Company be wound up, liquidated and dissolved and that the offices, members and managers of the Company are authorized and directed to take all action and sign such documents as may be necessary to effectuate such dissolution.

IN WITNESS WHEREOF, the undersigned has hereunto executed this Written Consent dated as of this 3rd day of November, 2008.

By: ACP Strategic Advisors, LLC
A Florida limited liability company

By:


Allen C. de Olazarra
Manager