

Nov. 4. 2008 11:09AM

Americas Capital Partners

No. 0154 P. 1/41

LO 700027927

Florida Department of State
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LLC DISS/WITH OR REV DISS

ACP ACQUISITION FUND II LLC

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NOV 5 2008
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ACP ACQUISITION FUND II 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:

Nancy Hill
(Name of Person)

Americas Capital Partners
(Firm/Company)

444 Brickell Avenue, Suite 900
(Address)

Miami, FL 33131
(City/State and Zip Code)

For further information concerning this matter, please call:

Nancy Hill at (305) 995.9998
(Name of Person) (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**

1. The name of a limited liability company is
ACP ACQUISITION FUND II LLC

2. The Articles of Organization were filed on 03/14/2007 and assigned document number L07000027927

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

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5. CHECK ONE:

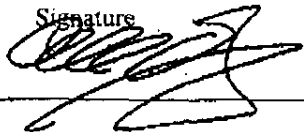
- All debts, obligations and liabilities of the limited liability company have been paid or discharged.
- OR-
- Adequate provision has been made for the debts, obligations and liabilities pursuant to s. 608.4421.

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 ACQUISITION FUND II, LLC

The undersigned, constituting the sole member of ACP Acquisition Fund II, 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 Acquisition Fund II, LLC
A Florida limited liability company

By:


Allen C. de Olazarra
Manager

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TALLAHASSEE, FLORIDA