

L07000050150

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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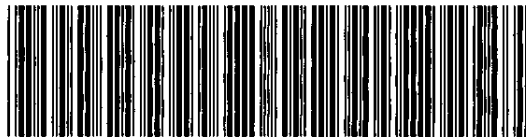
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
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T. HAMPTON

MAR - 6 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: VITAL RESOURCES GROUP, 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:

LUIS A. GONZALEZ, ESQ.

(Name of Person)

L. A. GONZALEZ LAW OFFICES, P.A.

(Firm/Company)

809 IRMA AVENUE, SUITE 1

(Address)

ORLANDO, FLORIDA 32803

(City/State and Zip Code)

For further information concerning this matter, please call:

LUIS A. GONZALEZ

(Name of Person)

at (407) 649-8389 Ext. 103

(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**

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1. The name of a limited liability company is

VITAL RESOURCES GROUP, LLC

2. The Articles of Organization were filed on MAY 11, 2007 and assigned document number L07000050150.

3. The date the dissolution was approved: January, 31 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).

UNANIMOUS CONSENT OF ALL MEMBERS BASED ON THEIR
CONCLUSION THAT THE BUSINESS VENTURE IS NOT FEASIBLE.

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.

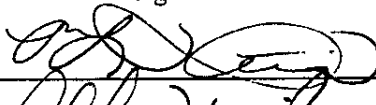


7. CHECK ONE:

- ☒ 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

LIMARIE SANTIAGO

PABLO NIEVES

FRANCISCO RIVERA

**DISSOLUTION AGREEMENT
OF
VITAL RESOURCES GROUP, LLC
A Limited Liability Company**

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THIS AGREEMENT is entered into on this _____ of January, 2008, by Limarie Santiago (Managing Member No. 1), Pablo Nieves (Managing Member No. 2), and Francisco Rivera (Managing Member No. 3) for the dissolution of Vital Resources Group, LLC, based at 714 East South Street, Orlando, Florida 32801.

WITNESSETH

WHEREAS, the parties to this Agreement established Vital Resources Group, LLC on August 10, 2007,

WHEREAS, on the same date, the Managing Members entered into an Operating Agreement which was intended to serve as the basis of operation of the Limited Liability Company,

WHEREAS, the parties have subsequently discovered that it is not within their best interest to continue operating the Limited Liability Company and have agreed to dissolve the same;

NOW THEREFORE, in consideration of mutual covenants set forth herein and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the members agree as follows:

1. DISSOLUTION

The parties to this Agreement constitute 100% of the interest holders in Vital Resources Group, LLC and hereby unanimously agree and covenant to dissolve the

Limited Liability Company under the terms and conditions set forth in this document and in accordance with Section 608.441(1)(C) Fla. Stat and with Paragraph 15 of the Operating Agreement entered into on August 10, 2007.

2. WINDING UP

The parties hereby acknowledge that no meaningful commercial activity was performed during the existence of the LLC and thus no winding-up of the company's affairs shall be required other than the execution of this Agreement and the Articles of Dissolution to be filed with the Florida Department of State.


3. TERMINATION AND/OR RESCISSION OF OPERATING AGREEMENT

In view of the unanimous consent of all the Managing Members of Vital Resources Group, LLC, the parties to this Agreement hereby terminate and/or rescind the Operating Agreement entered into on August 10th, 2007. Accordingly, all parties hereby unconditionally waive any right to enforce the terms of the aforementioned agreement.

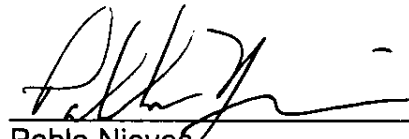
4. MUTUAL RELEASES

The parties to this Agreement hereby mutually release each other of any liability arising from the formation, operation or dissolution of the Limited Liability Company as well as any possible causes of action, whether known or unknown, which may arise from the same nucleus of operative facts.

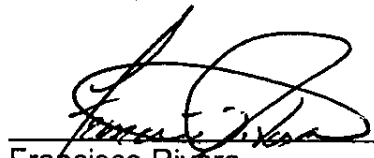
IN WITNESS WHEREOF, the parties hereto have executed this Agreement on
the date first above written.



Limarie Santiago
Managing Member No. 1



Pablo Nieves
Managing Member No. 2



Francisco Rivera
Managing Member No. 3

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